



## DIVERSITY & INCLUSION POLICY

*Adopted by the Board of Directors on June 22, 2023*

### SUMMARY

We believe TDG Gold Corp. and its subsidiaries' (collectively the "**Company**") ability to act in the best interests of all its stakeholders is achieved through a broad definition of diversity that encompasses not only the physical characteristics that make individuals different from each other but their cultural and socio-economic background, area of expertise and type of experience.

Our flagship asset is in British Columbia and above all else we are committed to ensuring economic benefits flow into our local communities in the form of direct employment, training and a commitment to working with local businesses.

We are aware that diversity and inclusion policies can result in value destruction for all stakeholders and decimate employee morale if merit is not a key consideration for Board and key leadership appointments, and employee advancement. In identifying suitable candidates for appointment to the Board, or in selecting and assessing candidates for executive positions, candidates will be considered on merit against objective criteria regarding experience, education, expertise and general and sector specific knowledge, and with due regard for the benefit of diversity and the need to widen participation.

The Company does not discriminate on the basis of age, ethnicity, indigenous origin or heritage, gender, disability, physical characteristics, beliefs, language, sexual orientation, education, nationality, social background and culture or other personal attributes.

This Policy sets forth the Company's commitment and approach to ensuring equality of opportunity by achieving and maintaining diversity, in the broadest sense, and widening participation on its Board and with its Executive Team appointments and the Company's general workforce.

### DEFINITIONS

In this Policy the following terms will have the following meanings:

- **Committee** means the Environmental, Social & Governance Committee of the Company.
- **Company** means TDG Gold Corp. and its subsidiaries.
- **Board** means the Company's Board of Directors.
- **Director** means a member of the Company's Board.
- **Executive Officer/Team** includes: an individual(s) who is/are, Chief Executive Officer, Chief Financial Officer, Vice President Exploration, Vice President Sustainability or Corporate Secretary.
- **Policy** means this policy regarding diversity on the Board and Executive Officer positions as well as in the general workforce of the Company.



## **PURPOSE**

This Policy sets forth the Company's commitment and approach to achieving and maintaining appropriate diversity and ensuring wide participation is based on the location of its activities combined with availability of appropriate expertise on its Board and in Executive Team positions as well as in the Company's general workforce.

In this Policy, diversity refers to all the characteristics that make individuals different from each other. It includes, but is not limited to, culture, socio-economic background, area of expertise and type of experience, age, ethnicity, indigenous origin or heritage, gender, physical attributes, beliefs, language, sexual orientation, education, nationality, social background and culture or other personal characteristics.

## **POLICY STATEMENT**

The Company believes the nomination of Directors and Executive Team appointment decisions should be based on merit and remains committed to selecting the most highly qualified individuals to fulfill these roles. However, the Company recognizes that a broad approach to diversity and widening participation are important considerations in determining the composition of the Board and the Executive Team, and that having a diverse pool of Directors and in the Executive Team is key to achieving effective decision-making, strong business performance, continuous innovation, and good governance.

The Company seeks to also identify employee candidates who possess knowledge, skills, competencies, diverse viewpoints, and relevant expertise while considering their cultural and socio-economic background, age, gender and ethnicity. The Company believes that it has and will benefit from the diversity of perspectives, ideas, backgrounds, skills, and experience offered by its employees and members of the Board. The Company promotes and fosters an inclusive and diverse workforce in order to:

- Contribute to innovation and better decision making through exposure to increased perspective and ideas.
- Widen participation and attract a broader pool of candidates and improved employee retention.
- Build a strong workforce that is engaged and contributing to the Company's environmental, social and economic goals.

The Company acknowledges the important role that a diverse mix of people with appropriate and relevant skills and experience play in contributing to the Company's management, productivity and effectiveness.

## **Board and Executive Officer Appointments**

The Board, with the assistance of the Committee or any other person who identifies or nominates Board members or Executive Officers for an appointment, will, in the process of identifying and considering candidates for appointment/election to the Board or to Executive Officer positions:

- Ensure the Board is comprised of directors who possess knowledge, skills, competencies, diverse viewpoints and relevant expertise that enable them to make active, informed and positive contributions to the oversight and management of the Company and the conduct of its business.
- Review the Board Skill & Competency Assessments, developed and maintained to identify the skills and competencies required for the Board and to monitor how those requirements are satisfied, along with potential



areas for growth and improvement.

- Review the current list of potential candidates, developed and maintained to the extent feasible to address the diversity and widening participation objectives of this Policy.
- Consider candidates who are highly qualified based on their experience, professional expertise, personal skills, qualities and values.
- Consider diversity criteria defined in this Policy and specifically the level of representation of women on the Board and in Executive Team positions.
- Take into account that qualified candidates may be found in a broad range of organizations, including privately held businesses, profit and not-for profit associations, academic institutions and other entities in addition to the traditional candidate pool of corporate senior managers.
- Engage, where and when appropriate, qualified independent executive search firms to conduct searches for candidates, to help achieve the Company's diversity objectives in relation to Executive Officer positions.

#### **MONITORING AND REVIEW OF THIS POLICY**

On an annual basis, the Committee will:

- Monitor the implementation of this Policy.
- Assess the effectiveness of the nomination and appointment processes at achieving the Company's diversity objectives outlined in this Policy.
- Review best practices with respect to diversity on boards and Executive Team positions.
- Review this Policy, including an assessment of its effectiveness, and recommend any changes thereto to the Board.