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TDG GOLD CORP. ANNOUNCES CLOSING OF FIRST TRANCHE OF NON-BROKERED PRIVATE PLACEMENT

White Rock, British Columbia, February 4, 2025 - TDG Gold Corp (TSXV: TDG) (the “Company” or “TDG”) is pleased to announce that it has closed the first tranche of the non-brokered private placement (the “**Offering**”) previously announced on [January 27, 2025](#), with an increase in the amount of the Offering announced on [January 27, 2025](#), through the issuance of 8,000,000 non-flow-through shares (the “**NFT Shares**”) at a purchase price of C\$0.50 per NFT Share (the “**NFT Offering Price**”) for total gross proceeds of C\$4,000,000 (the “**First Tranche**”).

Skeena Gold & Silver (Skeena Resources Limited, “**Skeena**”) acquired 1,000,000 NFT Shares in the First Tranche of the Offering. The second and final tranche of the Offering (the “**Final Tranche**”), will consist of the issuance of 14,000,000 charity flow-through shares (the “**Charity FT Shares**”) at a price of \$0.825 per Charity FT Share, with Skeena acting as backend purchaser of all Charity FT Shares at a price of \$0.50 per Charity FT Share. The Final Tranche is expected to close concurrently with the Company’s acquisition of the Sofia Property (the “**Acquisition**”) from Skeena, which was announced on [January 27, 2025](#). The completion of the Acquisition remains subject to receipt of regulatory approvals including the approval of the TSX Venture Exchange (the “**Exchange**”).

The Company intends to use the net proceeds of the Offering for (i) continued exploration on TDG’s mineral properties in British Columbia, with a principal focus on the Greater Shasta-Newberry project and Baker Complex, and (ii) general working capital.

In connection with the First Tranche, the Company paid aggregate cash finder’s fees of C\$102,000.

The NFT Shares issued in connection with the First Tranche of the Offering will be subject to a four-month and a day hold period ending June 5, 2025.

Insider Participation

Michael Kosowan, a director of the Company, participated in the First Tranche of the Offering with Mr. Kosowan subscribing for 1,100,000 NFT Shares, which constitutes a related party transaction pursuant to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). There has not been a material change in the percentage of the outstanding securities of the Company that are individually or beneficially owned by Mr. Kosowan as a result of his participation in the First Tranche of the Offering. The Company is exempt from the requirements to obtain a formal valuation and minority shareholder approval in connection with the participation of the insiders in the Offering in reliance of the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as the fair market value of the insider participation does not exceed 25% of the Company’s market capitalization as determined in accordance with MI 61-101.

The Company obtained approval by the board of directors of the Company of the Offering, with Mr. Kosowan declaring and abstaining from voting on the resolutions approving the Offering with respect to his participation in the First Tranche of the Offering. No materially contrary view or abstention was expressed or made by any director of the Company in relation thereto.

Caution to US Investors

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not 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 within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About TDG Gold Corp.

TDG is a major mineral tenure holder in the historical Toodoggone Production Corridor of north-central British Columbia, Canada, with over 32,000 hectares of brownfield and greenfield exploration opportunities under direct ownership. TDG’s projects include the former producing, high-grade gold-silver Shasta and Baker mines, which produced intermittently between 1981-2012, and the historical high-grade gold Mets developed prospect, all of which are road accessible, and combined have over 65,000 m of historical drilling. These projects have been advanced through compilation of historical data, new geological mapping, geochemical and geophysical surveys and, at Shasta, 13,250 m of modern HQ drill testing of the known mineralization occurrences and their potential extensions. In January 2025, TDG published an updated Mineral Resource Estimate for Shasta (news release [January 08, 2025](#)) which remains open at depth and along strike. In January 2023, TDG defined a larger exploration target area adjacent to Shasta (‘Greater Shasta-Newberry’; news release [Jan 25, 2023](#)) which is located directly adjacent to the AuRORA¹ discovery announced by Freeport McMoran Inc. and Amarc Resources Ltd (news release [January 17, 2025](#)). In early 2024, TDG identified new copper-gold target areas over an expanded footprint covering ~53 sq.km known as the ‘Baker Complex’ (news release [Feb 28, 2024](#)) and may and be on trend with the AuRORA discovery.

Qualified Person

The technical content of this news release has been reviewed and approved by Steven Kramar, MSc., P.Geo., Vice President, Exploration for TDG Gold Corp., a qualified person as defined by National Instrument 43-101.

¹**Adjacent Properties:** The Company has no interest in, or rights to, any of the adjacent properties mentioned, and exploration results on adjacent properties are not necessarily indicative of mineralization on the Company’s properties. Any references to exploration results on adjacent properties are provided for information only and do not imply any certainty of achieving similar results on the Company’s properties.

ON BEHALF OF THE BOARD

Fletcher Morgan
Chief Executive Officer
For further information contact:

TDG Gold Corp.,
Telephone: +1.604.536.2711
Email: info@tdggold.com

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This news release includes certain statements and information that constitute forward-looking information within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts, are forward-looking statements. Such forward-looking statements and forward-looking information specifically include, but are not limited to, statements that relate to the completion of the Acquisition or the Offering, and timely receipt of all necessary approvals, including any requisite approval of the Exchange, and exploration plans of the Company.

Statements contained in this release that are not historical facts, including all statements regarding the planned completion of the Acquisition and further tranches of the Offering, are forward-looking statements that involve various risks and uncertainty affecting the business of the Company. Such statements can generally, but not always, be identified by words such as "adjacent", "plans", "rapid", "intends", "focus", "extension", "accelerate", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. All statements that describe the Company's plans relating to operations and potential strategic opportunities are forward-looking statements under applicable securities laws. These statements address future events and conditions and are reliant on assumptions made by the Company's management, and so involve inherent risks and uncertainties, including, the inability to satisfy the conditions precedent to complete the Acquisition, the inability to complete further tranches of the Offering, the inability to obtain all necessary regulatory approvals for the Acquisition and the Offering, consents or authorizations required for mining activities, environmental regulations or hazards and compliance with complex regulations associated with mining activities, climate change and climate change regulations, fluctuations in exchange rates, the business objectives of the Company, the interpretation that the Greater Shasta-Newberry Target Area represents a larger mineralized system encompassing several target zones and the potential that such zones may represent additional Shasta-like deposits, the uncertainty that any mineralization encountered on adjacent properties continues on to TDG tenure, the uncertainty that geological and/or geophysical and/or any trends, interpretations, or conclusions related to adjacent properties have relevance to TDG tenure, changes in project parameters as plans to continue to be refined; accidents, labour disputes and other risks of the mining industry and such further risks as disclosed in the Company's periodic filings with Canadian securities regulators. As a result of these risks and uncertainties, and the assumptions underlying the forward-looking information, actual results could materially differ from those currently projected, and there is no representation by the Company that the actual results realized in the future will be the same in whole or in part as those presented herein. Readers are referred to the additional information regarding the Company's business contained in the Company's reports filed with the securities regulatory authorities in Canada. Although the Company has attempted to identify important factors that could cause actual actions, events, or results to differ materially from those described in forward-looking statements, there may be other factors that could cause actions, events or results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's filings that are available at www.sedarplus.ca.

The Company provides no assurance that forward-looking statements and information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Company does not undertake to update any forward-looking statements, other than as required by law.