

MATERIAL CHANGE REPORT

1. Reporting Issuer

Full name of the Issuer:

TDG Gold Corp. (“TDG” or the “Company”)

The address of the principal office in Canada of the reporting issuer is as follows:

Unit 1 – 15782 Marine Drive
White Rock, British Columbia
V4B 1E6

PHONE: (604) 536-2711

2. Date of Material Change

March 19, 2021

3. Press Release

Issued March 19, 2021, distributed through ACCESSWIRE to the TSX Venture Exchange, being the only exchange upon which the shares of the Company are traded, and through various other approved public media.

4. Summary of Material Change(s):

TDG as announced on March 4, 2021, has closed its non-brokered private placement through the issuance 6,963,074 units (each, a “Unit”) at a price of \$0.30 per Unit raising proceeds totaling \$2,088,922 (the “Offering”).

5. Full Description of Material Change

TDG as announced on March 4, 2021, has closed its non-brokered private placement through the issuance 6,963,074 units (each, a “Unit”) at a price of \$0.30 per Unit raising proceeds totaling \$2,088,922 (the “Offering”).

Each Unit consists of one common share of the Company (each, a “Share”) and one-half of one Share purchase warrant (each whole warrant, a “Warrant”). One Warrant entitles the holder thereof to purchase one Share of the Company at a price of \$0.45 per Share for a period of thirty-months from the closing of the Offering.

The Company issued 58,384 Units in satisfaction of finder’s fees on the Offering.

All securities issued in connection with the Offering will be subject to a four-month and a day hold period.

The Company intends to use the proceeds of the Offering to fund the cost of the ongoing exploration programs at the Company’s projects and for general working capital purposes.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

The following senior officer of the Company is knowledgeable about the material change and may be contacted by the Commission at the following address and telephone number:

Doris Meyer, Corporate Secretary
Unit 1- 15782 Marine Drive
White Rock, British Columbia
V4B 1E6
PHONE: (604) 536-2711 x 6

9. Date of Report

DATED at White Rock, British Columbia, this 19th day of March 2021.

"Doris Meyer"

Doris Meyer, Corporate Secretary