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

July 11, 2023

3. Press Release

Issued July 11, 2023, 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 announced the board of directors of TDG granted a total of 1,410,000 incentive stock options of the capital stock of the Company to directors, officers, employees and consultants, exercisable for up to a five-year period at an exercise price of $0.30, pursuant to the Company’s shareholder approved stock option plan.

5. Full Description of Material Change

See attached news release dated July 11, 2023, which is hereby incorporated by reference.

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:

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

9. Date of Report

DATED at White Rock, British Columbia, this 12th day of July 2023.

"Ben Meyer"
Ben Meyer, Corporate Secretary

TDG GOLD CORP

TDG Gold Corp.
Unit 1 - 15782 Marine Drive
White Rock, B.C. V4B 1E6

www.tdggold.com

TDG GOLD CORP. GRANTS STOCK OPTIONS

White Rock, British Columbia, July 11, 2023. TDG Gold Corp. (TSXV: TDG) (the "Company" or "TDG") reports that the board of directors of TDG granted a total of 1,410,000 incentive stock options of the capital stock of the Company to directors, officers, employees and consultants, exercisable for up to a five-year period at an exercise price of $0.30, pursuant to the Company's shareholder approved stock option plan.

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