

## 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

November 29, 2024

### 3. Press Release

Issued November 29, 2024, 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 second and final tranche of its non-brokered private placement as previously announced on [October 28](#), [November 13](#) and [November 14, 2024](#) (the “**Offering**”), through the issuance of 550,000 non-flow-through units (the “**NFT Units**”) at a purchase price of \$0.14 per NFT Unit and 2,000,000 charity flow-through units (the “**Charity FT Units**”) at a purchase price of \$0.20 per Charity FT Unit for total aggregate gross proceeds of \$477,000 (the “**Final Tranche**”).

### 5. Full Description of Material Change

TDG announced the second and final tranche of its non-brokered private placement as previously announced on [October 28](#), [November 13](#) and [November 14, 2024](#) (the “**Offering**”), through the issuance of 550,000 non-flow-through units (the “**NFT Units**”) at a purchase price of \$0.14 per NFT Unit and 2,000,000 charity flow-through units (the “**Charity FT Units**”) at a purchase price of \$0.20 per Charity FT Unit for total aggregate gross proceeds of \$477,000 (the “**Final Tranche**”).

With the closing of the Final Tranche, the Company has now issued a total of 7,963,965 securities for total aggregate gross proceeds of \$1,248,080 as follows:

- 2,000,000 Charity FT Units at a price of \$0.20 per Charity FT Unit for gross proceeds of \$400,000;
- 656,250 flow-through common shares of the Company (“FT Shares”) at a price of \$0.16 per FT Share for gross proceeds of \$105,000; and
- 5,307,715 NFT Units at a price of \$0.14 per NFT Unit for gross proceeds of \$743,080.

Each Charity FT Unit consists of one flow-through common share of the Company and one-half of one non-flow-through common share purchase warrant. Each whole warrant entitles the holder to acquire one non-flow-through common share of the Company for an exercise price of \$0.20 per share for a period of 3 years from the applicable closing of the Offering.

Each NFT Unit consists of one non-flow-through common share of the Company and one-half of one non-flow-through common share purchase warrant. Each whole warrant entitles the holder to acquire one non-flow-through common share of the Company for an exercise price of \$0.20 per share for a period of 3 years from the applicable closing of the Offering.

In connection with the Final Tranche, the Company paid cash finder's fees of \$6,200 and issued 24,000 finder's warrants. In total, the Company paid cash finder's fees of \$36,834 and issued 242,820 finder's warrants to certain arm's length finders. Each finder's warrant is exercisable to acquire one common share of the Company at a price of \$0.14 per share for a period of 3 years from the applicable closing of the Offering.

All securities issued in connection with the Final Tranche are subject to a four-month and one day hold period from the closing of the Final Tranche, in accordance with applicable securities laws and the TSX Venture Exchange (the "Exchange") policies. The Offering is subject to the final approval of the Exchange.

The Company intends to use the net proceeds of the Offering for continued exploration of the Company's mineral properties, and general working capital.

### **Insider Participation**

As announced on [November 14, 2024](#), Fletcher Morgan, a director of the Company, participated in the first tranche of the Offering that closed on November 14, 2024, with Dr. Morgan subscribing for 156,250 FT Shares. In addition, Michael Kosowan, a director of the Company, participated in the Final Tranche of the Offering, with Mr. Kosowan subscribing for 475,000 Charity FT Units as an end purchaser. These purchases constitute as related party transactions 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 Messrs. Morgan or Kosowan as a result of their participation in 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 Messrs. Morgan and Kosowan declaring and abstaining from voting on the resolutions approving the Offering with respect to their participation in 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.

### ***Cautionary Note Regarding Forward-Looking Statements***

*This material change report contains forward-looking statements that are based on the Company's current expectations and estimates. Forward-looking statements are frequently characterized by words such as "plan", "expect", "intend", "anticipate", "estimate" and other similar words or statements that certain events or conditions "may" or "will" occur. Forward looking statements in this material change report include statements regarding the final acceptance of the Exchange and the planned use of proceeds of the Offering. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause actual events or results to differ materially from estimated or anticipated events or results implied or expressed in such forward- looking statements. Such factors include, among others: the state of the equity financing markets in Canada and other jurisdictions; the receipt of regulatory approvals;*

*fluctuations in metals prices, the actual results of current exploration activities; conclusions of economic evaluations; changes in project parameters as plans to continue to be refined; accidents, labour disputes and other risks of the mining industry; and delays in obtaining governmental approvals or financing. There may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein.*

**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 2<sup>nd</sup> day of December 2024.