



TSXV: LOT

NEWS RELEASE

## TomaGold Announces Proposed Private Placement and Proposed Debt Settlement

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**Montreal, Québec, December 6, 2024 – TOMAGOLD CORPORATION (TSXV: LOT)** (“TomaGold” or the “Corporation”) announces that, subject to the filings with and the approval from the TSX Venture Exchange (the “TSXV”), it intends to complete a non-brokered private placement of up to 20 million common shares of the Company on a “flow-through” basis (“FT Shares”) at a price of \$0.025 per FT Share and up to 25 million common shares of the Company (“Common Shares”) at a price of \$0.02 per Common Share for aggregate gross proceeds of up to \$1,000,000 (the “Private Placement”).

The net proceeds from the Private Placement will be used for general exploration and working capital. In connection with the Private Placement, the Corporation may pay finder’s fees to eligible finders. All securities issued in connection with the Private Placement will be subject to a statutory hold period of 4 months and a day from their issuance.

Additionally, the Company entered into shares for debt agreements to settle debt totalling \$581,861.74 (the “Debt”) in common shares (the “Debt Shares”) owing to several creditors (the “Creditors”). The Debt Shares will be issued at a deemed price of \$0.02 per share, in accordance with the policies of the TSXV.

The issuance of the Debt Shares to the Creditors will constitute a “related party transaction” within the meaning of the TSXV Policy 5.9 (the “Policy”) and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101 as neither the fair market value (as determined under MI 61-101) of the Debt Shares, nor the Debt, exceeds 25% of the Company’s market capitalization (as determined under MI 61-101).

The issuance of the Debt Shares is subject to the approval of the TSXV. All Debt Shares issued will be subject to a hold period which will expire on the date that is four months and one day from the date of issue.

This press 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 or for the account or benefit of a U.S. person (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

### **About TomaGold**

TomaGold Corporation (TSXV: LOT) is a Canadian mineral exploration company engaged in the acquisition, assessment, exploration and development of gold, copper, rare earth elements and lithium projects.

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**Cautionary Statement on Forward-Looking Information**

*This news release includes certain statements that may be deemed “forward-looking statements”. All statements in this news release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could” or “should” occur. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include ability to complete the private placement, market prices, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company’s management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management’s beliefs, estimates, opinions, or other factors, should change.*

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