

• **Form 51-102F3**
MATERIAL CHANGE REPORT

ITEM 1 Reporting Issuer

TOOGOOD GOLD CORP. (the "Company")
Suite 1012 – 1030 West Georgia Street
Vancouver, British Columbia V6E 2Y3

ITEM 2 Date of Material Change

October 23, 2025

ITEM 3 News Release

A news release setting out information relating to the material change described herein was issued by the Company on October 23, 2025 and disseminated through the facilities of Newsile and filed on SEDAR+.

ITEM 4 Summary of Material Change

The Company announced that it closed its non-brokered fully subscribed private placement, raising gross proceeds of C\$2,061,149.17 (the "Offering") consisting of the issuance 2,469,134 Charity Flow-Through Units (the "Charity FT Units") at a price of \$0.405 per Charity FT Unit and 3,537,166 Non-Flow-Through Units (the "NFT Units") at a price of \$0.30 per NFT Unit.

An Insider of the Company purchased an aggregate of 33,333 NFT Units in the Offering. Such insider participation constitutes a "related party transaction" under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(a) and 5.7(1)(a) thereof, as the fair market value of the securities subscribed for does not exceed 25% of the Company's market capitalization.

ITEM 5 Full Description of Material Change

See attached news release.

ITEM 6 Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

ITEM 7 Omitted Information

Not Applicable

ITEM 8 Executive Officer

Colin smith, CEO
E: colin@toogoodgoldcorp.com

ITEM 9 Date of Report

October 24, 2025



TOOGOOD ANNOUNCES CLOSING OF FULLY SUBSCRIBED PRIVATE PLACEMENT

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

Vancouver, BC, October 23, 2025 – Toogood Gold Corp. (TSXV: TGC; FSE: D3P) (“**Toogood**” or the “**Company**”) today announced the closing of its non-brokered fully subscribed private placement, raising gross proceeds of C\$2,061,149.17 (the “Offering”).

The Offering consisted of the issuance 2,469,134 Charity Flow-Through Units (the “Charity FT Units”) at a price of \$0.405 per Charity FT Unit and 3,537,166 Non-Flow-Through Units (the “NFT Units”) at a price of \$0.30 per NFT Unit.

Each Charity FT Unit consists of one flow-through common share (a “FT Share”) and one half of one non-flow-through common share purchase warrant (each whole warrant, a “Warrant”). Each NFT Unit consists of one non-flow-through common share (a “NFT Share”) and one half of one non-flow-through common share purchase warrant (each whole warrant, a “Warrant”). Each Warrant will be exercisable at a price of \$0.45 into one common share for a period of two years from the date of issuance.

Toogood intends to use the proceeds of the Offering for working capital and ongoing and future exploration programs at the Company’s flagship Toogood Gold Project, located on New World Island, Newfoundland.

The Offering is subject to certain closing conditions including, but not limited to, the receipt of all necessary approvals including the final approval of the TSX Venture Exchange.

The Company paid cash finders’ fees totaling \$90,775.31 and issued 302,584 finders’ warrants at a price of \$0.30. Each finders’ warrant is exercisable for 2 years from the date of issue. The securities issued under the Offering are subject to a hold period under applicable securities laws in Canada expiring four months and one day from the closing date of the Offering.

The FT Shares will qualify as “flow-through shares” (within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the “Tax Act”). An amount equal to the gross proceeds from the issuance of the FT Shares will be used to incur eligible resource exploration expenses which will qualify as “Canadian exploration expenses” (as defined in the Tax Act), (the “Qualifying Expenditures”). Qualifying Expenditures in an aggregate amount not less than the gross proceeds raised from the issue of the FT Shares will be incurred (or deemed to be incurred) by the Company on or before December 31, 2026 and will be renounced by the Company to the initial purchasers of the FT Shares with an effective date no later than December 31, 2025.

An Insider of the Company purchased an aggregate of 33,333 NFT Units in the Offering. Such insider participation constitutes a “related party transaction” under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(a) and 5.7(1)(a) thereof, as the fair market value of the securities subscribed for does not exceed 25% of the Company’s market capitalization.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any 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 Toogood Gold Corp.

Toogood Gold (TSX-V: TGC) holds a 100% interest in the district-scale Toogood Gold Project on New World Island, Newfoundland - recognized as a tier-one mining jurisdiction. The 164 km² property is strategically located just 50 km north of New Found Gold's Queensway Project and 200 km northeast of Equinox Gold's Valentine Lake Mine, within the same prolific structural corridor (Exploits Subzone).

The Project's inaugural drill program in 2022 delivered a high-grade, at-surface gold discovery, with visible gold encountered in 15 of 19 holes and mineralization remaining open in all directions. Follow-up drilling in 2025 continued to expand this discovery, intersecting visible gold in 10 of 30 holes and again exhibiting open-ended mineralization.

The Toogood Gold Project benefits from exceptional accessibility and infrastructure, including paved highway access, power lines, fresh water, and proximity to tidewater - positioning the Project for efficient ongoing exploration and future development.

On Behalf of the Board of Directors

Colin Smith
Director & CEO
Toogood Gold Corp.

For further information contact:
Colin Smith, Director & CEO
+1 778 726-3356
info@toogoodgoldcorp.com

Additional information about Toogood Gold Corp. can be found at www.sedarplus.ca.

Forward-Looking Information

This press release contains certain "forward-looking statements" within the meaning of Canadian securities legislation, including, but not limited to, statements regarding the Company's plans with respect to the Company's projects and the timing related thereto, the merits of the Company's projects, the Company's objectives, plans and strategies, the Offering and other project opportunities. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are statements that are not historical facts; they are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "aims," "potential," "goal," "objective," "strategy", "prospective," and similar expressions, or that events or conditions "will," "would," "may," "can," "could" or "should" occur, or are those statements, which, by their nature, refer to future events. The Company cautions that Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made and they involve a number of risks and uncertainties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Except to the extent required by applicable securities laws and the policies of the TSX Venture Exchange, the Company undertakes no obligation to update these

forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change. Factors that could cause future results to differ materially from those anticipated in these forward-looking statements include the risk of accidents and other risks associated with mineral exploration operations, the risk that the Company will encounter unanticipated geological factors, or the possibility that the Company may not be able to secure permitting and other agency or governmental clearances, necessary to carry out the Company's exploration plans, risks of political uncertainties and regulatory or legal changes in the jurisdictions where the Company carries on its business that might interfere with the Company's business and prospects. The reader is urged to refer to the Company's reports, publicly available through the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval (SEDAR+) at www.sedarplus.ca for a more complete discussion of such risk factors and their potential effects.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.