

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 – Name and Address of Company

TooGood Gold Corp. (“**TooGood**” or the “**Company**”)
Suite 1012 – 1030 West Georgia Street
Vancouver, BC V6E 2Y3

Item 2 – Date of Material Change

July 22, 2025

Item 3 – News Release

A news release (the “**News Release**”) relating to the material changes referred to in this report was disseminated on July 22, 2025 through the facilities of Newsfile and filed on SEDAR+.

Item 4 – Summary of Material Change

The Company announced that it granted Capital Analytica incentive stock options (each, an “**Option**”) to purchase 100,000 common shares (each, a “**Share**”) at an exercise price of \$0.25 per Share for a period of 5 years. The Options will be subject to standard investor relations vesting provisions and are subject to the acceptance of the TSX Venture Exchange (“**TSXV**”).

Item 5 – Full Description of Material Change

5.1 – Full Description of Material Change

See the News Release attached.

5.2 – Disclosure for Restructuring Transactions

Not applicable

Item 6 – Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable

Item 7 – Omitted Information

Not applicable

Item 8 – Executive Officer

Cheryll Lingal
Chief Financial Officer
Email: cheryll@rwg.global

Item 9 – Date of Report

July 22, 2025

TOOGOOD GOLD CORP. ANNOUNCES MARKETING SERVICES AGREEMENTS

Vancouver, BC, July 22, 2025 – Toogood Gold Corp. (TSXV: TGC) (“**Toogood**” or the “**Company**”) today announced that it has entered into marketing services agreements with ICP Securities Inc. (“ICP”) and Triomphe Holdings Ltd. (dba Capital Analytica) (“Capital Analytica”).

ICP Securities Inc. Agreement

The services to be provided by ICP include automated market making services, including use of its proprietary algorithm, ICP Premium™, in compliance with the policies and guidelines of the TSX Exchange and other applicable legislation.

ICP will be paid a monthly fee of \$7,500 CAD, plus applicable taxes. The agreement with ICP (the “ICP Agreement”) has an initial term of four (4) months commencing July 21, 2025 and shall be automatically renewed for subsequent one (1) month terms unless either party provides at least thirty (30) days written notice prior to the end of the initial term or an additional term, as applicable. There are no performance factors contained in the ICP Agreement and no stock options or other compensation in connection with the engagement. ICP and its clients may acquire an interest in the securities of the Company in the future. The ICP Agreement is subject to TSX Venture Exchange acceptance.

ICP is an arm’s length party to the Company. ICP’s market making activity will be primarily to correct temporary imbalances in the supply and demand of the Company’s shares. ICP will be responsible for the costs it incurs in buying and selling the Company’s shares, and no third party will be providing funds or securities for the market making activities.

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Capital Analytica Agreement

The scope of services with Capital Analytica (the “Capital Analytica Agreement”) include ongoing capital markets consultation, ongoing social media consultation regarding engagement and enhancement, social sentiment reporting, social engagement reporting, discussion forum monitoring and reporting, corporate video dissemination, and other related investor relations services.

The agreement with Capital Analytica (the “Capital Analytica Agreement”) has an initial term of six months, commencing July 21, 2025, under which the Company will pay Capital Analytica CAD\$120,000. The Capital Analytica Agreement is subject to TSX Venture Exchange acceptance.

The Company has granted Capital Analytica incentive stock options (each, an “Option”) to purchase 100,000 common shares (each, a “Share”) at an exercise price of \$0.25 per-Share for a period of 5 years. The Options will be subject to standard investor relations vesting provisions and are subject to the acceptance of the TSX Venture Exchange (“TSXV”).

Jeff French, who is arms-length to the Company, is the principal of Capital Analytica and will be responsible for all activities related to Capital Analytica and the services it provides under the Capital

Analytica Agreement. Capital Analytica currently has no direct or indirect interest in the securities of the Company, or any right or intent to acquire such an interest.

About ICP Securities Inc.

ICP Securities Inc. is a Toronto-based CIRO dealer-member that specializes in automated market making and liquidity provision, as well as having a proprietary market making algorithm, ICP Premium™, that enhances liquidity and quote health. Established in 2023, with a focus on market structure, execution, and trading, ICP has leveraged its own proprietary technology to deliver high quality liquidity provision and execution services to a broad array of public issuers and institutional investors.

For more information, please visit <https://www.icpsecurities.com/>.

About Capital Analytica

Capital Analytica is a privately held Canadian firm specializing in digital marketing, market awareness, and investor relations for emerging public companies. Leveraging data-driven strategies and a deep understanding of capital markets, Capital Analytica helps clients enhance their visibility, engage investors, and build strong market presence. The firm is headquartered in Manitoba and serves clients across a range of industries, with a focus on delivering measurable results and long-term value.

For more information, please visit <https://capitalanalytica.com/>.

About Toogood Gold Corp.

Toogood Gold Corp. is a Canadian exploration company focused on the discovery and development of high-grade gold deposits in Newfoundland. The Company's flagship asset, the district-scale (118 km²) Toogood Gold Project, is located on New World Island within the highly prospective Exploits Subzone — a structurally complex and underexplored district known for significant recent gold discoveries. The Project's inaugural drill program in 2022 yielded a high-grade, at-surface gold discovery, intercepting visible gold in 15 of 19 core holes, with mineralization remaining open in all directions. The Toogood Gold Project is accessible via paved highway and hosts extensive development infrastructure including electrical lines, water and proximity to tidewater.

On Behalf of the Board of Directors

Colin Smith
Director & CEO
Toogood Gold Corp.

For further information contact:
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Additional information about Toogood Gold Corp. can be found at www.sedarplus.ca.