

TOOGOOD GOLD CORP.
(Formerly “Smithe Resources Corp.”)
(A Capital Pool Company)

Management Discussion and Analysis

Year Ended – April 30, 2025

August 28, 2025

(Expressed in Canadian Dollars)

TOOGOOD GOLD CORP. (FORMERLY "SMITHE RESOURCES CORP.")
Management Discussion and Analysis
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This Management Discussion and Analysis (the "MD&A") provides relevant information on the operations and financial condition of Toogood Gold Corp. (formerly "Smithe Resources Corp.") (the "Company") for the year ended April 30, 2025. The MD&A has been prepared with an effective date and current information as of August 28, 2025.

All monetary amounts in this MD&A and in the financial statements are expressed in Canadian dollars, unless otherwise stated. Financial results are being reported in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and the financial statements together with other financial information included in these filings. The Board of Directors' approves the financial statements and MD&A and ensures that management has discharged its financial responsibilities.

The MD&A should be read in conjunction with the Company's audited financial statements and notes thereto for the year ended April 30, 2025.

The Company is registered in the province of British Columbia. The head office and registered office of the Company is located at Suite 1012 – 1030 West Georgia Street, Vancouver, British Columbia, Canada, V6E 2Y3.

NATURE OF BUSINESS

The Company was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on February 17, 2021. As of April 30, 2025, the Company is a Capital Pool Company (a "CPC") as defined in Policy 2.4 of the TSX VentureExchange (the "Exchange"). The principal business of the Company is to identify and evaluate assets or businesses with a view to potentially acquire them or an interest therein. The purpose of such an acquisition is to satisfy the related conditions of a qualifying transaction (the "Qualifying Transaction") under the Exchange Policy.

On June 27, 2025, Smithe Resources Corp. completed a reverse takeover transaction ("RTO Transaction") with TGC Gold Corp. ("TGC") (the "RTO Transaction"). The Resulting Issuer subsequently changed its name to Toogood Gold Corp. In this MD&A, references to the "Company" are prior to the completion of the RTO transaction.

The financial statements have been prepared on a going concern basis, meaning the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. The continuing operations of the Company are dependent upon its ability to obtain adequate financing through debt or equity issuance.

RTO TRANSACTION – TGC GOLD CORP.

On February 19, 2025, the Company entered into a definitive agreement with TGC Gold Corp. ("TGC") with respect to a transaction pursuant to which the Company will acquire all of the issued and outstanding securities of TGC (the "Transaction") which constitutes the Qualifying Transaction of the Company. The Company following the completion of the Transaction is referred to as the "Resulting Issuer".

On June 27, 2025, the Company completed its acquisition of TGC Gold Corp. (the "Transaction") which constitutes the "Qualifying Transaction" of the Company pursuant to the TSX Venture Exchange Policy 2.4 – *Capital Pool Companies*.

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The Transaction was completed by way of a securities exchange among the Company, TGC, and TGC's securityholders. Pursuant to the definitive agreement, the holders of the 19,600,000 issued and outstanding common shares of TGC (the “TGC Shares”) received one (1) common share in the capital of the Company (each, a “Toogood Share”) for each TGC Share held, representing approximately 72.59% of the outstanding Toogood Shares upon closing of the Transaction.

As a result of the closing of the Transaction, the Company continues the business of TGC under the name “Toogood Gold Corp.” (the “Name Change”). The business of the Resulting Issuer is primarily focused on the exploration of the Toogood Gold Project located in the Province of Newfoundland and Labrador.

In connection with the closing of the Transaction, the Company completed the following transactions:

- The Company acquired all of the issued and outstanding securities of TGC in exchange for securities of the Company on a 1:1 basis. As a result, the Company issued 19,600,000 common shares to former shareholders of TGC;
- The Company completed a non-brokered private placement for aggregate gross proceeds of \$3,522,640, consisting of (i) 5,858,000 flow-through common shares of the Company at a price of \$0.13 per share for gross proceeds of \$761,540; and (ii) 27,611,000 common shares of the Company at a price of \$0.10 per common share for gross proceeds of \$2,761,100;
- The Company paid a finder's fee of 1,375,000 common shares to an arm's length finder;
- The Company issued 5,367,000 common shares to Prospector Metals Corp. (“Prospector”) pursuant to an Option Agreement between Prospector and TGC. Pursuant to this Option Agreement, TGC holds the right to acquire a 100% interest in the Toogood Gold Project in consideration for certain payments and work expenditure obligations;
- On July 11, 2025, the Company completed the second tranche of the non-brokered private placement for aggregate gross proceeds of \$977,360, consisting of (i) 192,000 flow-through common shares of the Company at a price of \$0.13 per share for gross proceeds of \$24,960; and (ii) 9,524,000 common shares at a price of \$0.10 per common share for gross proceeds of \$952,400;
- The Company paid a total of \$216,404 in cash finder's fee to certain arm's length finders;
- The Company issued 1,643,400 finder's warrants, each exercisable for one common share of the Company at an exercise price of \$0.10 per share, expiring on June 27, 2027;
- The Company issued 401,280 finder's warrants, each exercisable for one common share of the Company at an exercise price of \$0.10 per share, expiring on July 11, 2027;
- The Company granted 600,000 stock options to certain officers and consultants of the Company. Each option is exercisable for one common share at an exercise price of \$0.10 per share for a period of 5 years from the date of grant; and
- The Company granted 200,000 stock options to certain consultants of the Company. Each option is exercisable for one common share at an exercise price of \$0.25 per share for a period of 5 years from the date of grant.

STOCKLEY KENNEDY OPTION AGREEMENT

On August 19, 2025, the Company received final TSXV approval for an option agreement (the “Option Agreement”) with United Gold Inc., Chad Kennedy, Stephen Stockley Agriculture and Fabrication Inc., Angie Stockley and Brett Delos Santos (collectively, the “Optionors”) to grant the Company the right to acquire a 100% interest in the Stockley Kennedy Property located in Newfoundland, Canada and contiguous to the Toogood Gold Project. Pursuant to the Option Agreement, the total consideration is \$130,000 in cash and \$200,000 in common shares of the Company and is payable as follows:

- \$50,000 in cash on the effective date of the Option Agreement (paid);
- \$50,000 in common shares, to be issued as soon as reasonably practicable following TSXV approval, consisting of 152,625 common shares (issued);

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- \$30,000 in cash and \$50,000 in common shares on or before July 30, 2026; and
- \$50,000 in cash and \$100,000 in common shares on or July 30, 2027.

The Company has also agreed to make cash milestone payments as follows:

- \$1,500,000 upon completion of a NI 43-101 Feasibility Study for the Stockley Kennedy Property; and
- \$1,000,000 upon the preparation and filing of a National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") Technical Report confirming at least 1,000,000 ounces of Measured and Indicated gold resources on the Stockley Kennedy Property.

TOOGOOD GOLD PROJECT HIGHLIGHTS

The Toogood Gold Project is anchored on Newfoundland's prolific Exploits Subzone, a renowned structure corridor which hosts several of Newfoundland's major gold discoveries, including Equinox Gold's Valentine Gold Mine which is due for its first gold pour in Q3, 2025.

The Project hosts exceptional exploration upside and discovery potential across a district-scale 11,800-hectare (118 km²) land package. In its first and only drill program to date (2022) a high-grade, at-surface gold discovery was made (the "Quinlan discovery", see Prospector Metals Corp. news release dated August 22, 2022). Quinlan remains open in all directions and will be the focus of the Company's 2025 drilling campaign.

Supported by excellent infrastructure, including highway access, power, water, proximity to tidewater, and strong community support, the Toogood Gold Project offers a rare opportunity for significant discoveries along a largely untested prospective structural belt in a tier-one mining jurisdiction.

2025 Exploration Program Outline

- 2000-meter ("m") diamond drilling program, that commenced in July 2025 targeting extensions of the high-grade, near-surface Quinlan discovery (2022), which produced visible gold-bearing intercepts in 15 of 19 drill holes, including:
 - 23.90 g/t Au over 3.65 m from 4.75 m, incl. 43.22 g/t Au over 1.95 m
 - 18.27 g/t Au over 4.25 m from 41.25 m, incl. 70.31 g/t Au over 1.05 m
 - 9.40 g/t Au over 3.18 m from 9.40 m, incl. 22.76 g/t Au over 1.10 m;
- Specialized deep high-resolution Ground Penetrating Radar ("GPR") survey, covering the high-grade Quinlan discovery zone, as well as possible strike extensions to the northeast and southwest:
 - To commence August 5, 2025, and conclude August 7, 2025;
- Two phases ("Phase 1" and "Phase 2") of property-wide geological mapping, prospecting, and rock sampling:
 - Phase 1 completed May 7 to June 3 (243 rock samples were collected and submitted for assay)
 - Phase 2 to commence in Q3, 2025;
- Regional soil sampling grid in the underexplored Northeast Block ("NE Block"), which has seen very little historical exploration, and no drilling:
 - Commenced in Phase 1: 244 soil samples were collected at 299 sites.

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DISCUSSION OF OPERATIONS

As of April 30, 2025, the Company's expenditures include costs to maintain a public company in good standing and expenses to identify and evaluate acquisitions of companies, businesses, assets or properties. Public company costs include professional fees for audit and legal, transfer agent fees, Exchange listing and filing fees and costs of preparing, printing and filing continuous disclosure documents.

Selected Annual Information

The following selected financial data have been prepared in accordance with IFRS unless otherwise noted and should be read in conjunction with the Company's financial statements. The following table sets forth selected financial data for the Company as of the end of the last three completed financial periods:

Financial year Ended	Year Ended April 30, 2025	Year Ended April 30, 2024	Year Ended April 30, 2023
Net Loss and Comprehensive Loss	(\$176,148)	(\$83,466)	(\$69,707)
Basic and Diluted Loss Per Share	(\$0.02)	(\$0.01)	(\$0.01)
Total assets	\$211,111	\$313,644	\$388,590
Working Capital	\$119,291	\$295,439	\$378,905

During the year ended April 30, 2025, the Company incurred \$142,442 in professional fees, \$31,355 in public listing and regulatory fees and \$2,351 in office expenses.

During the year ended April 30, 2024, the Company incurred \$39,747 in professional fees, \$16,899 in public listing and regulatory fees, \$1,820 in office expenses, and a \$25,000 loss on deposits.

During the year ended April 30, 2023, the Company incurred \$26,770 in professional fees, \$13,808 in public listing and regulatory fees, \$4,129 in office expenses and a \$25,000 loss on deposits.

Selected Financial Information and Summary of Quarterly Results

	Apr 30, 2025	Jan 31, 2025	Oct 31, 2024	Jul 31, 2024	Apr 30, 2024	Jan 31, 2024	Oct 31, 2023	July 31, 2023
Revenue	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Expenses	\$(102,999)	(47,291)	(\$18,848)	(\$7,010)	(\$40,472)	(\$16,778)	(\$9,618)	(\$16,598)
Net Loss and Comprehensive Loss	(102,999)	(47,291)	(\$18,848)	(\$7,010)	(\$40,472)	(\$16,778)	(\$9,618)	(\$16,598)
Basic and Diluted Loss Per Share	(\$0.01)	(\$0.01)	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.00)	(\$0.00)	(\$0.00)
Cash	\$206,339	\$263,599	\$285,527	\$295,156	\$309,723	\$334,179	\$362,045	\$379,232
Total Assets	\$211,111	\$269,830	\$286,507	\$297,607	\$313,644	\$359,179	\$363,025	\$381,683
Working Capital	\$119,291	\$222,290	\$269,581	\$288,429	\$295,439	\$335,911	\$352,689	\$362,307
Dividends	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

During the quarter ended April 30, 2025, the Company incurred expenses of \$102,999 which included \$97,222 in professional fees, \$15,431 in public listing and regulatory fees, a recovery of \$10,000 in consulting fees, and \$346 in office expenses.

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During the quarter ended January 31, 2025, the Company incurred expenses of \$47,291 which included \$30,847 in professional fees, \$8,032 in public listing and regulatory fees, \$7,500 in consulting fees, and \$912 in office expenses.

During the quarter ended October 31, 2024, the Company incurred expenses of \$18,848 which included \$13,208 in professional fees, \$2,688 in public listing and regulatory fees, \$2,500 in consulting fees, and \$452 in office expenses.

During the quarter ended July 31, 2024, the Company incurred expenses of \$7,010 which included \$1,165 in professional fees, \$5,204 in public listing and regulatory fees, and \$641 in office expenses.

During the quarter ended April 30, 2024, the Company incurred expenses of \$40,472 which included \$11,913 in professional fees primarily related to the accrual of year end audit fees, \$3,179 in public listing and regulatory fees, \$380 in office expenses, and \$25,000 loss on deposit.

During the quarter ended January 31, 2024, the Company incurred expenses of \$16,778 which included \$14,050 in professional fees, \$2,199 in public listing and regulatory fees, and \$529 in office expenses.

During the quarter ended October 31, 2023, the Company incurred expenses of \$9,618 which included \$3,236 in professional fees and \$5,832 in public listing and regulatory fees and \$550 in office expense.

During the quarter ended July 31, 2023, the Company incurred expenses of \$16,598 which included \$10,548 in professional fees and \$5,689 in public listing and regulatory fees and \$361 in office expense. During the quarter, the Company incurred legal fees related to its Annual General Meeting.

As at April 30, 2025, cash, assets and working capital have decreased compared to previous quarters due to corporate expenditures throughout the year with no new financing.

OUTSTANDING SHARE CAPITAL

The Company has authorized an unlimited number of common shares without par value. As at the date of the MD&A, the Company has the following securities outstanding:

	Common shares	Warrants	Restricted Share Units	Stock Options
As at April 30, 2025	7,400,000	–	–	740,000
As at the date of the report	77,079,625	2,044,680	2,500,000	1,540,000

On June 27, 2025, the Company completed the Qualifying Transaction with TGC Gold Corp. in accordance with the definitive agreement disclosed in Note 6 of the financial statements. In connection with the closing of the transaction, the following share capital transactions took place:

- The Company acquired all of the issued and outstanding securities of TGC in exchange for securities of the Company on a 1:1 basis. As a result, the Company issued 19,600,000 common shares to former shareholders of TGC;
- The Company completed a non-brokered private placement for aggregate gross proceeds of \$3,522,640, consisting of (i) 5,858,000 flow-through common shares of the Company at a price of \$0.13 per share for gross proceeds of \$761,540; and (ii) 27,611,000 common shares of the Company at a price of \$0.10 per common share for gross proceeds of \$2,761,100;
- The Company paid a finder's fee of 1,375,000 common shares to an arm's length finder;

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- The Company issued 5,367,000 common shares to Prospector Metals Corp. (“Prospector”) pursuant to the Option Agreement between Prospector and TGC. Pursuant to the Option Agreement, TGC holds the right to acquire a 100% interest in the Toogood Gold Project in consideration for certain payments and work expenditure obligations;
- The Company completed the second tranche of the non-brokered private placement for aggregate gross proceeds of \$977,360, consisting of (i) 192,000 flow-through common shares of the Company at a price of \$0.13 per share for gross proceeds of \$24,960; and (ii) 9,524,000 common shares at a price of \$0.10 per common share for gross proceeds of \$952,400;
- The Company paid a total of \$216,404 in cash finder’s fee to certain arm’s length finders;
- The Company issued 1,643,400 finder’s warrants, each exercisable for one common share of the Company at an exercise price of \$0.10 per share, expiring on June 27, 2027;
- The Company issued 401,280 finder’s warrants, each exercisable for one common share of the Company at an exercise price of \$0.10 per share, expiring on July 11, 2027;
- The Company granted 600,000 stock options to certain officers and consultants of the Company. Each option is exercisable for one common share at an exercise price of \$0.10 per share for a period of 5 years from the date of grant; and
- The Company granted 200,000 stock options to certain consultants of the Company. Each option is exercisable for one common share at an exercise price of \$0.25 per share for a period of 5 years from the date of grant.

On August 5, 2025, the Company granted 2,500,000 restricted share units (“RSUs”) to certain directors and officers of the Company. The units vest over a two-year period, with 50% of the RSUs vesting on August 5, 2026, and the remaining 50% of the RSUs vesting on August 5, 2027.

On August 20, 2025, the Company issued 152,625 common shares to the Optionors pursuant to the Stockley Kennedy Option Agreement, with a deemed price of \$0.3276 per share.

LIQUIDITY AND CAPITAL RESOURCES

	Year Ended April 30, 2025	Year Ended April 30, 2024
Cash used in operating activities	(\$103,384)	(\$49,945)
Cash provided by financing activities	-	-
Cash used in investing activities	-	(\$25,000)
Decrease in cash during the Year	(\$103,384)	(\$74,945)
Cash, Beginning of Year	\$309,723	\$384,668
Cash, End of Year	\$206,339	\$309,723

As at April 30, 2025, the Company had cash of \$206,339 (April 30, 2024 – \$309,723) and net working capital of \$119,291 (April 30, 2024 – \$295,439). The working capital balance decreased compared to year end April 30, 2024 due to corporate expenditures in the period with no new financing. Corporate expenditures for the year ended April 30, 2025 included legal and professional fees incurred in connection with the RTO Transaction with TGC.

For the year ended April 30, 2025, cash used in operating activities was \$103,384, compared to \$49,945 in the same period last year. The increase in cash used in operating activities in the current year relates to expenses incurred in connection with the completion of the QT as well as timing differences in the payment of accounts payable.

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No cash was used in or provided by investing activities during the current period. The prior year investing activity relates to the \$25,000 deposit paid to MeetAmi in connection with the Proposed Transaction.

The Company utilizes existing cash and the issuance of common shares to provide liquidity to the Company. Up until the completion of the Qualifying Transaction, the Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions.

The Company has no long-term debt obligations.

TRANSACTION WITH RELATED PARTIES

Key management personnel include those persons having the authority and responsibility of planning, directing and executing the activities of the Company. The Company has determined that its key management personnel consist of its Executive Officers and Directors. Other related parties to the Company include companies in which key management have control or significant influence. Key management personnel receive no salaries, non-cash benefits (other than incentive stock options), or other remuneration directly from the Company.

OFF-BALANCE SHEET ARRANGEMENTS

As at April 30, 2025, and up to the date of this MD&A, the Company does not have any off-balance sheet arrangements.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The following standards are adopted during the year:

Amendments to IAS 1 – Classification of Liabilities as Current or Non-Current

The amendments to IAS 1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date. These amendments are effective for reporting periods beginning on or after January 1, 2024. The adoption of these amendments will not have any significant impact on the Company.

Certain new accounting standards or interpretations have been published that are not mandatory for the current period and have not been early adopted:

IFRS 18 – Presentation and Disclosure in Financial Statements

IFRS 18 includes requirements for all entities applying IFRS for the presentation and disclosure of information in financial statements and has an effective date of January 1, 2027. The effects of the adoption of IFRS 18 on the Company's financial statements have not yet been determined.

CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period.

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The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Information about critical judgments in applying accounting policies that have the most significant effect on amounts recognized in the financial statements is included in the going concern assessment.

RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

The Company's risk exposure and the impact on the Company's financial instruments are summarized below.

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Concentration of credit risk exists with respect to the Company's cash, as all amounts are held at a single major Canadian financial institution. The Company's maximum exposure to credit risk, as at year-end, is the carrying value of its financial assets.

Credit risk is minimized by ensuring that these financial assets are placed with a major Canadian financial institution with a strong investment-grade rating by a primary ratings agency.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal year.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk. The Company is not exposed to significant market risk.

CAPITAL MANAGEMENT

The capital structure of the Company consists of equity attributable to common shareholders, comprising share capital, reserves, and deficit. Its capital resources consist of cash and the issuance of capital stock. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations, and is not subject to any externally imposed capital requirements. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid. There have been no changes to the Company's approach to capital management during the period. The Company is not subject to any capital requirements imposed by a regulator. There has been no change to the Company's capital management practices since incorporation.

FORWARD LOOKING STATEMENTS

Certain statements contained in this MD&A, including statements or information that contain terminology such as "anticipate", "believe", "intend", "expect", "estimate", "may", "could", "will", and similar expressions constitute "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, that address activities, events, or developments that we or a third party expect or anticipate will or may occur in the future, including our future growth, results of operations, performance and business prospects and opportunities are forward-looking statements.

These forward-looking statements reflect our current beliefs and are based on information currently available to us. These statements require us to make assumptions we believe are reasonable and are subject to inherent risks and uncertainties. Actual results and developments may differ materially from the results and developments discussed in the forward-looking statements as certain of these risks and uncertainties are beyond our control.

Such forward-looking information includes, but is not limited to, information which reflect management's expectations regarding the Company's future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial), and business prospects (including the timing, execution, and success of exploration activities) and opportunities. Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company. These forward-looking statements are made as of the date of this MD&A. Except as required by applicable securities legislation, we assume no obligation to update publicly or revise any forward-looking statements to reflect subsequent information, events, or circumstances.

RISKS AND UNCERTAINTIES

In making and providing the forward-looking information included in this MD&A, the Company has made numerous assumptions. These assumptions include among other things:

- (i) assumptions about the price of zinc, lead, copper and other base metals;
- (ii) that there are no material delays in the exploration and drill programs on its properties;
- (iii) assumptions about operating costs and expenditures;
- (iv) assumptions about future production and recovery;
- (v) that the supply and demand for zinc, lead, and copper develops as expected; and
- (vi) that there is no material deterioration in general economic conditions.

Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following:

- (i) decreases in the price of zinc, lead, and copper;
- (ii) the risk that the Company will continue to have negative operating cash flow;

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- (iii) the risk that additional financing will not be obtained as and when required;
- (iv) material increases in operating costs;
- (v) adverse fluctuations in foreign exchange rates;
- (vi) environmental and political risks and changes in environmental and mining legislation;
- (vii) community relations risks associated with operations; and
- (viii) the risk that the Company will not be able to meet its continued listing requirements by the TSXV.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the SEDAR+ web site at www.sedarplus.ca.