Form 45-106F1 Report of Exempt Distribution

ITEM 1 – REPORT TYPE				
X New report Amended report If a	mended, provide filing o	date of report that is being	amended.	(YYYY-MM-DD)
ITEM 2 – PARTY CERTIFYI	NG THE REPORT			
Indicate the party certifying the report (sometiment line) Investment fund issuer X Issuer (other than an investment) Underwriter	: Fund Continuous Disclos			section 1.1 of
ITEM 3 – ISSUER NAME A	ND OTHER IDENT	TFIERS		
Provide the following information about	the issuer, or if the issuer	is an investment fund, about tl	he fund.	
Full legal name	C2C Gold Corp.			
Previous full legal name				
		ide most recent previous legal		
Website	www.c2cgold.com	(if ap	oplicable)	
If the issuer has a legal entity identifier,	provide below. Refer to Pa	rt B of the Instructions for the o	definition of "legal entity identif	fier".
Legal entity identifie	r			
If two or more issuers distributed a singl	e security, provide the full	legal name(s) of the co-issuer(s) other than the issuer named	above.
Full legal name(s) of co-issuer(s)		(if ap	oplicable)	
I 4				
ITEM 4 – UNDERWRITER I		L C AID		
If an underwriter is completing the repo	rt, provide the underwriter	s full legal name ana firm INKL) number.	1
Full legal name]
Firm NRD number		(if applicable)		
If the underwriter does not have a firm I	NRD number, provide the h	nead office contact information	of the underwriter.	7
Street address		1	Г]
Municipality		Province/State		
Country		Postal code/Zip code		_
Telephone number		Website		(if applicable)

ITEM 5 – ISSUER INFORMATION
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.
NAICS industry code 2 1 2 2 2 0
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. X Exploration Development Production
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Mortgages Real estate Commercial/business debt Consumer debt Private companies Cryptoassets
b) Number of employees
Number of employees: X 0 – 49 50 – 99 100 – 499 500 or more
c) SEDAR profile number
Does the issuer have a SEDAR profile? No X Yes If yes, provide SEDAR profile number 0 0 0 1 3 4 7 5 If the issuer does not have a SEDAR profile complete Item 5(d) – (h).
d) Head office address
Street address Province/State Postal code/Zip code Country Telephone number
e) Date of formation and financial year-end
Date of formation Financial year-end MM DD MM DD
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. All AB BC MB NB NL NT NS NU ON PE QC SK YT
g) Public listing status
If the issuer has a CUSIP number, provide below (first 6 digits only). CUSIP number
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system. Exchange name
h) Size of issuer's assets
Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date. \$0 to under \$5M \$5M to under \$25M \$25M to under \$100M

\$100M to under \$500M	\$500M to under \$1B \$1B or over
ITEM 6 – INVESTMENT FUN	ID ISSUER INFORMATION
a) Investment fund manager in	, provide the following information. nformation
Full legal name	
Firm NRD Number	(if applicable)
Street Address	have a firm NRD number, provide the head office contact information of the investment fund manager.
Municipality	Province/State
Country	Postal code/Zip code
Telephone number	Website (if applicable)
b) Type of investment fund	
Type of investment fund that most accura	tely identifies the issuer (select only one).
Money market	Equity Fixed income Balanced
Alternative strategies	Cryptoasset Other (describe)
Indicate whether one or both of the follow	
Invests primarily in other in	vestment fund issuers
Is a UCITs Fund ¹ **Indertaking for the Collective Investment of Trans	nsferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow
collective investment schemes to operate through	nout the EU on a passport basis on authorization from one member state.
	ncial year-end of the investment fund
Date of formation YYYYY	Financial year-end MM DD MM DD
d) Reporting issuer status of the	he investment fund
Is the investment fund a reporting issuer in	n any jurisdiction of Canada? No Yes
If yes, select the jurisdictions of Canada in	which the investment fund is a reporting issuer.
All AB	BC MB NB NL NT
e) Public listing status of the ir	ON PE QC SK YT
If the investment fund has a CUSIP number	
CUSIP number	
	ovide the name of the exchange on which the investment fund's securities primarily trade. Provide only
Exchange name	ng facility such as, for example, an automated trading system.
f) Net asset value (NAV) of the	ne investment fund
	and as of the date of the most recent NAV calculation (Canadian \$).
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M
\$100M to under \$500M	\$500M to under \$1B
	3

Ιτ	ΕM	7	- I	NFORMATIO	N ABOUT THE DIS	TRIBUTION					
pu coi	rcha nnec	sers tion	resid with	ent in that jurisdicti	da completes a distribution on of Canada only. Do not i ich must be disclosed in Iter	include in Item 7 s	ecurities issued as	s payment of a	commissions	or finder's fees in	vided
	a) (Curre	ency							
Sel				cy or currencies in	which the distribution was n		nounts provided in (describe)	n the report m	oust be in Ca	nadian dollars.	
	b) [Distri	bution date(s)							
da	te as	bot	h the		dates. If the report is being f s. If the report is being filed f eport.						
					2021 01 19 YYY MM DD	E	nd date 202		19 DD		
	C)) [Deta	led purchaser int	formation						
Co	тр	lete	Sch	edule 1 of this f	orm for each purchase	r and attach th	e schedule to t	he complet	ed report.		
	d) 7	Гуре	s of securities dis	stributed						
					or all distributions reported of number, indicate the full 9					d.	the
Г			4.,	CUCID sumber			Number of	Single or		Ψ	
		ecuri code		CUSIP number (if applicable)	Description of s	security	Number of securities	lowest price	Highest price	Total amount	
-	С	М	S		Common sh	nares	500,000	0.18		\$90,000 (deemed)	
-											
	е) [Deta	ls of rights and c	onvertible/exchangeable	e securities					
					were distributed, provide th						
	exc	hang	tible / geable code	Underlying security code	Exercise price (Canadian \$) Lowest Highest	Expiry date (YYYY-MM-DD)	Conversion ratio	Describe	other terms ((if applicable)	
	f)	5	Sumi	mary of the distril	oution by jurisdiction and	d exemption					
Sto	ite ti	he to	otal d	ollar amount of sec	urities distributed and the n	umber of purchase	ers for each jurisd	iction of Cana	da and forei	ign jurisdiction whe	re a
ри	rcha	ser r	eside	s and for each exen	nption relied on in Canada f ida, include distributions to	for that distribution	n. However, if an	issuer located	outside of C		
Th	is ta	ble r	equir	es a separate line it	em for: (i) each jurisdiction	where a purchaser	resides, (ii) each	exemption rel	ied on in the	=	
		ser r tion.		s, if a purchaser res	ides in a jurisdiction of Cand	ada, and (iii) each	exemption relied	on in Canada	, if a purcha	ser resides in a fore	ign
Fo	juri	isdic	tions	within Canada, stat	e the province or territory, o	otherwise state the	country.				

Province or country

Yukon

Section 2.13 of National Instrument 45-106

Total dollar amount of securities distributed

Total number of unique purchasers^{2a}

Total amount (Canadian \$)

90,000

Total number of unique purchasers^{2b}

1

^{2a}In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

^{2b} In calculating the total number of unique purchasers to which the issuer distributed securities	s, count each purchaser only onc	e, regardless of whether the issuer distrib	uted
multiple types of securities to, and relied on multiple exemptions for, that purchaser.			

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.				
2.				
3.				

ITEM 8 - COMPENSATION INFORMATION
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.
X No Yes If yes, indicate number of persons compensated.
a) Name of person compensated and registration status
Indicate whether the person compensated is a registrant. No Yes
If the person compensated is an individual, provide the name of the individual.
Full legal name of individual
Family name First given name Secondary given names
If the person compensated is not an individual, provide the following information.
Full legal name of non-individual
Firm NRD number (if applicable)
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No Yes
b) Business contact information
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.
Street address
Municipality Province/State
Country Postal code/Zip code
Email address Telephone number
c) Relationship to issuer or investment fund manager
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager
Insider of the issuer (other than an investment fund)
Director or officer of the investment fund or investment fund manager
Employee of the issuer or investment fund manager
None of the above
d) Compensation details
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.
Cash commissions paid
Value of all securities distributed as compensation ⁴ Security code 1 Security code 2 Security code 2 Security code 3
Describe terms of warrants, options or other rights
Other compensation ⁵ Describe
Total compensation paid
Check box if the person will or may receive any deferred compensation (describe the terms below)

⁴Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer.

⁵Do not include deferred compensation.

Ιτ	ем 9 – Directors, Exec	CUTIVE OFFICERS	S AND PROM	MOTERS OF	THE I S	SUER				
If t	he issuer is an investment fund,	do not complete Ite	em 9. Proceed t	to Item 10.						
Ind	licate whether the issuer is any of th	he following (select th	ne one that appl	lies – if more th	nan one	applies, sele	ect only one).			
	X Reporting issuer in any juriso	diction of Canada								
	Foreign public issuer									
[Wholly owned subsidiary of a	a reporting issuer in a	any jurisdiction	of Canada ⁶						
	Provide name	e of reporting issuer								
	Wholly owned subsidiary of a	a foreign public issue	er ⁶							
	Provide name of fo	oreign public issuer								
	Issuer distributing only eligible	e foreign securities a	and the distribut	tion is to permi	tted clie	ents only ⁷				
⁶ An law ⁷ Ch	the issuer is at least one of the and issuer is a wholly owned subsidiary of a least to be owned by its directors, are beneficial neck this box if it applies to the current discligible foreign security" and "permitted cl	reporting issuer or a fore. ally owned by the reporti. tribution even if the issue ient" in Part B(1) of the Ir	ign public issuer if a ng issuer or the for er made previous di nstructions.	all of the issuer's reign public issuer istributions of othe	outstandi , respecti er types o	ng voting secu vely.				
	 a) Directors, executive offi 		•		(c).					
	· ·	·								
	ovide the following information for ritory, otherwise state the country.							da, sta	te the pr	ovince or
	Organization or company name	Family name	First given name	Secondary name:	given	Business non-ind resid jurisdi	location of ividual or dential ction of vidual		elationsh issuer elect all apply)	
						Province	or country	D	0	Р
-										
-										
-										
L										
	b) Promoter information									
loc	he promoter listed above is not an a ations within Canada, state the pro ficer.									
	Organization or company name	Family name	First given name	Secondary given	juriso inc	sidential diction of lividual	Relation (select one		o promo h if appl	
				names		vince or ountry	D		0	

c) Residential address of each individual Complete Schedule 2 of this form providing the full attach to the completed report. Schedule 2 also required the following certification and business contact information underwriter is not a company, an individual who performs furthe issuer is a trust, the report may be certified by the issuer's fund manager (or, if the investment fund manager is not a condition of the investment fund manager is not a condition of the investment fund manager is not a condition of the investment fund manager is not a condition of the investment fund manager is not a condition of the investment fund manager is not a condition of the investment fund manager is not a condition of the investment fund in the individual completing and filing the report in the investment fund manager is also in typed form. Securities legislation requires an issuer or underwrited exemptions to file a completed report of exempt distributed in the information provided in this investment fund manager/agent. Full legal name Walton	primation of an officienctions similar to the isompany, an indivitation at has been authorited in the boxes being from the individual han handwritten for the that makes attribution.	ation to be p fficer, director of to that of a director is an investividual who per forized by an of eport is being concepted by form. The report and a distribution uer/underwrit	or agent or agent or agent or agent of vestment erforms so certified but the report may in on of second or the second of second of second or the second or t	of the iss officer m fund, a c similar fu director o by an age rt, provid nclude an	suer or under may certify the director or off nctions) may of the issuer of ent on behalf de the name of the electronic s	ersons. writer. If the issert of the inverse certify the report of the inverse for underwriter of the issuer of t	suer or cample, it estment to to tails for ded the
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ITEM 10 — CERTIFICATION Provide the following certification and business contact information and providing the full the issuer is not a company, an individual who performs furthe issuer is a trust, the report may be certified by the issuer's fund manager (or, if the investment fund manager is not a condition of the investment fund manager is not a condition of the issuer or officer has been authorized to do so by the investment fund certification may be delegated, but only to an agent that prepare and certify the report on behalf of the issuer or under underwriter, provide the applicable information for the agent of the individual completing and filling the report in Item 11. The signature on the report must be in typed form rather that name of the signatory is also in typed form. Securities legislation requires an issuer or underwrite exemptions to file a completed report of exempt districts. By completing the information below, I certify, on being regulatory authority or regulator, as applicable, that I reasonable diligence, the information provided in this Name of issuer/underwriter/investment fund manager/agent Full legal name Walton	primation of an officienctions similar to the isompany, an indivitation at has been authorited in the boxes being from the individual han handwritten for the that makes attribution.	ation to be p fficer, director of to that of a director is an investividual who per forized by an of eport is being concepted by form. The report and a distribution uer/underwrit	or agent or agent or agent or agent of vestment erforms so certified but the report may in on of second or the second of second of second or the second or t	of the iss officer m fund, a c similar fu director o by an age rt, provid nclude an	suer or under may certify the director or off nctions) may of the issuer of ent on behalf de the name of the electronic s	ersons. writer. If the issert of the inverse certify the report of the inverse for underwriter of the issuer of t	suer or cample, it estment to to tails for ded the
Provide the following certification and business contact informunderwriter is not a company, an individual who performs furthe issuer is a trust, the report may be certified by the issuer's fund manager (or, if the investment fund manager is not a condirector or officer has been authorized to do so by the investment and certification may be delegated, but only to an agent that prepare and certify the report on behalf of the issuer or underwriter, provide the applicable information for the agent of the individual completing and filing the report is different of the individual completing and filing the report in Item 11. The signature on the report must be in typed form rather that name of the signatory is also in typed form. Securities legislation requires an issuer or underwrited exemptions to file a completed report of exempt distributed authority or regulator, as applicable, that I reasonable diligence, the information provided in this Name of issuer/underwriter/ investment fund manager/agent Full legal name Walton	functions similar took trustee. If the is company, an individual that been authous derwriter. If the report in the boxes being from the individual transport that makes attribution.	to that of a dirissuer is an investividual who persorted by an of eport is being controlled by the con	rector or exestment softicer or a certified but the report may in the order on of second or the second of second or the second of second or the second or th	officer n fund, a c similar fu director c by an age rt, provid nclude ar curities	nay certify the director or off netions) may of the issuer of the issuer of the issuer of the name of	e report. For ex ficer of the inver certify the rep or underwriter of of the issuer o and contact det ignature provice in prospecture	cample, icestment cort if the to to r tails for ded the
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investment fund manager/agent Full legal name Walton			t and to	my kno	owledge, ha	aving exercise	
		Lori					
Family name		First given na	ame		Secondary gi	ven names	_
Title Chief Executive Offic	cer						
Telephone number 604-260-0289	En	mail address	s	lwalt	on@c2cgo	ld.com	
Signature "Lori Walton"	י"	Date	20	021	01	22	
		Date	2			DD	

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name

Fong

Sandy

Title

Paralegal

Family name

First given name

Secondary given names

Name of company

Morton Law LLP

Telephone number

604-331-9547

Email address

sf@mortonlaw.ca

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.