

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

1. NAME AND ADDRESS OF COMPANY

C2C Gold Corp.
Suite 250 – 200 Burrard Street
Vancouver, BC V6C 3L6

2. DATE OF MATERIAL CHANGE

April 28, 2021

3. NEWS RELEASE

News release dated April 28, 2021 was disseminated via the facilities of news wire service.

4. SUMMARY OF MATERIAL CHANGE

C2C Gold Corp. announces strategic investment by Eric Sprott as part of \$2.63 million private placement.

5. FULL DESCRIPTION OF MATERIAL CHANGE

C2C Gold Corp. (the “Company”) announces a non-brokered private placement of 16,450,000 units (the “Units”) at a price of \$0.16 per Unit for gross proceeds of \$2,632,000. Each Unit will consist of one common share and one-half of one share purchase warrant (each whole warrant, a “Warrant”). Each full Warrant is exercisable at a price of \$0.20 per share for a period of two years.

Mr. Eric Sprott has agreed to subscribe for a total of 11,000,000 units. Upon completion of the financing Eric Sprott will hold 14.47% on a non-diluted basis and 19.99% on a partially diluted basis of the Company’s stock.

The proceeds of the private placement will be used to fund exploration expenditures on the Company’s Newfoundland properties and for general working capital. Completion of the private placement is subject to the approval of the Canadian Securities Exchange (CSE).

PowerOne Capital Markets Limited will act as a finder in connection with a portion of the private placement.

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. OMITTED INFORMATION

Not applicable.

8. EXECUTIVE OFFICER

Lori Walton, CEO
Telephone: 604-757-7180

9. DATE OF REPORT

April 29, 2021