

**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**

May 27, 2021

**3. NEWS RELEASE**

News release dated May 27, 2021 was disseminated via the facilities of news wire service.

**4. SUMMARY OF MATERIAL CHANGE**

C2C Gold Corp. announces expansion of Newfoundland projects and appointment of Chief Financial Officer.

**5. FULL DESCRIPTION OF MATERIAL CHANGE**

C2C Gold Corp. (the “Company” or “C2C”) pleased to announce the acquisition of two highly prospective properties adjacent to the Company’s Badger project in Central Newfoundland’s Gold Belt. The strategic acquisition of the Tom Joe and Rocky Brook properties provides the Company with known gold occurrences which will be included as part of C2C’s 2021 exploration program.

The Company also announces the appointment of Ms. Weiting (Camille) Zhou as Chief Financial Officer effective June 1, 2021.

**Tom Joe and Rocky Brook Acquisition Highlights:**

- 100% interest in two mineral licenses (ten claims) covering the Tom Joe gold-arsenic occurrence with reported historical values up to 1.9 g/t gold in rock samples;
- 100% interest in two mineral licenses (two claims) covering the Rocky Brook East Gold occurrence with reported values of up to 5.3 g/t gold from rock samples collected on surface;
- The Tom Joe and Rocky Brook East gold occurrences are included in areas targeted for surface exploration in C2C’s 2021 field program. Acquisition of the Tom Joe and Rocky Brook mineral licenses expands the Badger project area to 480 sq km and increases the Company’s total Central Newfoundland Gold Belt holdings to 4,617 claims (1,154 sq km).

**Tom Joe Project**

The Tom Joe gold-arsenic occurrence is covered by two mineral licenses containing ten claims over 250 hectares (2.5 km sq). Tom Joe is located 25 km south of the town of Badger and is easily accessed by a road transecting the property. According to assessment report records, Altius Resources Inc. conducted surface work programs on the property during the late 1990’s and reported gold in mineralized rock samples containing pyrite, arsenopyrite and sphalerite from the Tom Joe occurrence. There has been limited work on the property; the most recent publicly documented work was a till sampling program

completed in 2017 by Stratton Minerals where several anomalous gold-in-till samples were collected in the area.

The Tom Joe gold-arsenic zone of mineralization and carbonate-sericite-kaolinite alteration in rubble was noted by a prospector in 1996 while prospecting new road cuts. The Tom Joe property is underlain by Cambro-Ordovician marine siliciclastic sediments of the Victoria Lake supergroup mapped as lying stratigraphically beneath the Carodician black shale unit and Badger Group sedimentary rocks.

### **Rocky Brook**

The Rocky Brook East Gold occurrence is covered by two mineral licenses containing two claims over 50 hectares (0.5 km sq) situated on the northern border of the Company's Badger property. The Rocky Brook property is located ten km north of the town of Badger on the Trans Canada Highway and is easily accessible via logging roads. Historical rock sampling results as reported in assessment reports include quartzcarbonate veins returning values up to 5.3 g/t gold.

The Rocky Brook East showing was first documented in the late 1990s when a local prospector discovered quartz-carbonate veins and breccia mineralized with galena, chalcopyrite, and arsenopyrite. The mineralized area is hosted in a sequence of gabbroic plugs and dykes intruding metasedimentary rocks. There has been minimal exploration work on the Rocky Brook gold occurrence.

The property lies near the Red Indian Line, a major deep crustal structure, where mafic to felsic volcanic rocks and sediments of the Roberts Arm Belt to the west lie in thrust-faulted contact with sediments of the Badger Group to the east.

The historical exploration data and analytical results reported in this news release were compiled from publicly available assessment reports and other data filed with the Department of Energy, Industry, and Technology, Government of Newfoundland and Labrador. Neither C2C Gold Corp. or a qualified person has verified the historical sampling, analytical, and test data contained in this news release. The historical rock grab sampling results are selected samples and are not necessarily indicative of the mineralization on the properties.

### **Terms of the Agreement**

The Company has entered into an Agreement with the vendor for 100% ownership of the Tom Joe and Rocky Brook mineral licenses in exchange for \$25,000 cash and the issuance of 200,000 common shares upon signing. The vendor retains a 2% net smelter return royalty of which C2C can purchase 1% at any time for \$500,000. The purchase agreement is subject to exchange approval.

### **Weiting (Camille) Zhou, Chief Financial Officer**

Ms. Zhou brings in over 10 years of experience in finance from private and public companies. She started her professional career at Ernst & Young LLP and has spent most of her career in various finance roles in the resource industry, with a focus on mining companies listed on the TSX Venture Exchange. She is experienced in financial reporting under both IFRS and U.S. GAAP. Ms. Zhou comes to the Company from Golden Predator Mining Corp., where she recently served as Corporate Controller. Ms. Zhou holds a M.Sc. in Finance from University of Saskatchewan, with a research focus on corporate governance and mergers and acquisitions. She also holds a B.B.A. in Accounting from University of Macau.

The Company wishes to thank Scott Davis for his service to the Company.

## **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**

June 7, 2021