

**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

June 1, 2021

3. NEWS RELEASE

News release dated June 1, 2021 was disseminated via the facilities of news wire service.

4. SUMMARY OF MATERIAL CHANGE

C2C Gold Corp. announces acquisition of Jumpers Brook gold property and grant of stock options.

5. FULL DESCRIPTION OF MATERIAL CHANGE

C2C Gold Corp. (the “Company” or “C2C”) is pleased to announce the acquisition of the Jumpers Brook gold project strategically located adjacent to, and on trend, with Sokoman Minerals Corp.’s Moosehead gold project in the Central Newfoundland Gold Belt. This acquisition is in keeping with C2C Gold’s strategy to evaluate and aggressively advance targets to the drill stage while expanding the currently large, prospective land position.

The Jumpers Brook property is host to three documented mineral showings including the Sugar Mountain gold-arsenic occurrence with up to 3.3 g/t gold in historical rock samples. Sokoman Minerals Corp. is drilling the adjacent gold project (Moosehead) which has intersected several high-grade gold zones, including 11.90 m @ 44.96 g/t gold.

Jumpers Brook Acquisition Highlights:

- 100% interest in two mineral licenses (22 claims) including the following highlights:
 - Sugar Mountain gold-arsenic showing consisting of coarse arsenopyrite in quartz veins with reported historical values of up to 3.3 g/t gold;
 - Jumpers Brook #1 mineral occurrence consisting of pyrite and arsenopyrite veinlets in sandstone;
 - Jumpers Brook #2 pyrite-antimony mineral occurrence returning up to 16.6 ppm antimony and 1.1% arsenic in historical rock samples.

C2C is designing a Phase One exploration program for the Jumpers Brook property. Acquisition of the Jumpers Brook mineral licenses increases the Company’s total mineral license holdings in the Central Newfoundland Gold Belt to 4,639 claims (1,160 sq km).

Jumpers Brook

The Jumpers Brook property is covered by two mineral licenses containing 22 claims over 550 hectares (5.5 km sq). The Trans Canada Highway and secondary roads provide excellent access to the property, which is located four km east of the town of Bishop's Falls.

The Sugar Mountain gold-arsenic occurrence was discovered by a prospector in 2000 and hosts mineralization in a 2 m wide quartz vein containing abundant coarse arsenopyrite. The vein cuts altered and brecciated mafic rocks of the Silurian Botwood Group.

The Jumpers Brook #1 showing is documented as veinlets of pyrite and arsenopyrite in hornfelsed sandstone.

The Jumpers Brook #2 pyrite-antimony showing is at the thrust contact between Badger and Botwood Group rock units. Mineralization consisting of arsenopyrite with minor pyrite is exposed for 50 m in deformed and brecciated sandstone.

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. Management cautions that past results or discoveries on properties in proximity to Jumpers Brook may not necessarily be indicative of mineralization on the property.

Terms of the Agreement

The Company has entered into an Agreement with the vendor for 100% ownership of the Jumper Brook mineral licenses in exchange for \$65,000 cash and the issuance of 600,000 common shares upon signing. The vendor retains a 2% net smelter return royalty of which C2C can purchase 1% at any time for \$1,000,000. The purchase agreement is subject to exchange approval.

Stock Option Grant

On May 27th, 2021, the Company has granted 580,000 stock options to directors, officers and consultants of the Company. The stock options are exercisable for a term of three years at an exercise price of \$0.42 per common share. Vesting will occur over a period of eighteen months, with an initial 25% of the stock options vesting immediately upon grant, followed by an additional 25% of the stock options every six months thereafter until fully vested.

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