

**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

July 16, 2021

3. NEWS RELEASE

News release dated July 6, 2021 was disseminated via the facilities of news wire service.

4. SUMMARY OF MATERIAL CHANGE

C2C Gold Corp. completes Barrens Lake soil program; acquires additional lake mineral licenses in Newfoundland.

5. FULL DESCRIPTION OF MATERIAL CHANGE

C2C Gold Corp. (the “Company” or “C2C”) is pleased to announce the completion of the Phase One soil sampling program at its Barrens Lake property located in the Central Newfoundland Gold Belt and has now commenced work on its Millertown project. C2C also announces the acquisition of two non-contiguous infill mineral licenses (7 claims and 11 claims) situated within the Barrens Lake property area.

Highlights of the new Barrens Lake area acquisitions:

- The two new mining licenses cover highly prospective ground in the south part of the Barrens Lake project area where the C2C field crew focused its soil sampling efforts.
- Soil grids were completed in the high priority Quinn Lake and Barren Lake areas where historical gold-in-till samples coincide with regional northeast trending tight folds and thrust faults.
- The Company now controls one of the largest mineral exploration land packages in the Central Newfoundland Gold Belt, covering a total of 1,170 sq km (4,682 claims).

To view maps showing the new licences please visit <https://bit.ly/3pV9jT8>. Also available for viewing are compilation maps of the Barrens Lake property area showing historical till sampling and drill collars overlying bedrock geology, structure, and magnetic surveys.

Terms of the Agreement

The Company has entered into an Agreement with the vendor for 100% ownership of the two mineral licenses in exchange for \$20,000 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 \$1,000,000. The purchase agreement is subject to exchange approval.

Barrens Lake Soil Sampling Program

A total of 2,848 soil samples were collected by locally-hired and highly trained field technicians under the supervision of GroundTruth Exploration. GroundTruth Exploration completed several soil sample grids over one of C2C's highest priority target areas, based on geochemistry, lithology, structural geology, airborne geophysics and ease of access. Government till sampling results in the south Barrens Lake property area show fourteen till samples with greater than 12 ppb gold in the area around Barren Lake and the north shore of Quinn Lake. In 2016 Torq Resources Inc. collected 182 till samples in the same area and outlined numerous gold-in-till anomalies in two main clusters. Of particular interest is the strong correlation between the gold-in-till anomalies and regional northeast trending structures as shown on government geological maps and airborne magnetic surveys.

The Barrens Lake property is underlain by Early Cambrian to Late Ordovician Victoria Lake Supergroup consisting of calc-alkalic volcanic rocks that are intercalated with and overlain by volcanogenic sandstone and shale overlain by Caradocian graphitic shales. The area is characterised by extensive and numerous bogs with continuous till cover. Results from the Company's Phase One fieldwork will target potential buried gold mineralization.

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**

July 23, 2021