

## FORM 51-102F3 - MATERIAL CHANGE REPORT

1. **NAME AND ADDRESS OF COMPANY**

C2C Gold Corp.  
1771 Robson Street - 1221  
Vancouver, BC V6G 1C9

2. **DATE OF MATERIAL CHANGE**

November 15, 2021

3. **NEWS RELEASE**

News release dated November 17, 2021 was disseminated through the facilities of Intrado.

4. **SUMMARY OF MATERIAL CHANGE**

C2C Gold Corp. (the “Company”) announced the appointment of Ms. Jeananne Hauswald, to its Board of Directors effective November 15, 2021.

The Company has granted 200,000 stock options to Jeananne Hauswald. The stock options are exercisable for a term of three years at an exercise price of \$0.28 per common share with usual vesting terms.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

C2C Gold Corp. (the “Company”) announced that effective November 15th, Ms. Jeananne Hauswald has joined the Board of Directors for C2C Gold Corp, a gold exploration company focused on projects within the Central Newfoundland Gold Belt.

Ms. Hauswald is the Managing Partner of Solo Management Group and has more than 25 years’ experience in the investment management, corporate finance, strategic planning and human resource fields. She presently serves as a Director and Audit Committee member at Group 11 Technologies Inc. and previously served as a Director of Constellation Brands and Thomas and Betts, Inc., both NYSE-listed companies, and was Chairman of the Audit and Human Resource Committees at each company. She also previously served as Vice President and Treasurer of the Seagram Company.

Prior to joining Seagram, Jeananne spent 15 years at the Celanese Corporation as Assistant Treasurer. Jeananne’s early work experience includes banking at Morgan Guaranty Trust Company and strategic planning at International Paper Company and Shell Oil. Ms. Hauswald received her MBA in finance from New York University and graduated with a BS in Chemistry from Iowa State University.

In connection with the appointment, the Company has granted 200,000 stock options at an exercise price of \$0.28 per share. Vesting of the stock options will occur over a twenty-four month period, with 25% vesting six months following the date of grant, and an additional 25% vesting every six months thereafter. The stock options will expire three years from the date of grant.

C2C Gold thanks former Director Patricia Wilson for her service to the Company and wishes her well in her future endeavors.

The Company also congratulates Executive Chair, Janet Lee-Sheriff who was recently featured in Ernst & Young's and Women in Mining Canada's Leading Women in Mining.

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

Not applicable.

**7. OMITTED INFORMATION**

Not applicable.

**8. EXECUTIVE OFFICER**

Janet Lee-Sheriff, Chair  
(214) 304-9552

**9. DATE OF REPORT**

November 17, 2021