

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**

April 20, 2022

3. **NEWS RELEASE**

News release dated April 21, 2022 was disseminated through the facilities of Intrado.

4. **SUMMARY OF MATERIAL CHANGE**

C2C Gold Corp. (the "Company") announced that effective immediately, Lori Walton has resigned as Chief Executive Officer. Janet Sheriff, C2C's Executive Chair, has been appointed Interim Chief Executive Officer.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

C2C Gold Corp. (the "Company") announced that effective immediately, Lori Walton has resigned for personal reasons from her position as Chief Executive Officer. Janet Sheriff, C2C's Executive Chair, has been appointed Interim Chief Executive Officer noting the Board of Directors has established an Executive Search Committee to select a new Chief Executive Officer. Ms. Walton will continue to serve as a Director of the Company and as a consultant to provide essential continuity as the Company advances its gold exploration projects in Newfoundland, Canada.

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
(604) 260-0289

9. **DATE OF REPORT**

April 21, 2022