

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. NAME AND ADDRESS OF COMPANY

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

2. DATE OF MATERIAL CHANGE

July 1, 2022

3. NEWS RELEASE

News release dated June 30, 2022 was disseminated via the facilities of Intrado.

4. SUMMARY OF MATERIAL CHANGE

C2C Gold Corp. appoints Peter Bures as Chief Executive Officer.

5. FULL DESCRIPTION OF MATERIAL CHANGE

C2C Gold Corp. (the “Company”) announced today that Peter Bures, an industry expert focused on the precious metals, mining, and royalty sectors and a member of the Board of Directors at C2C Gold for three years, has been appointed, effective July 1, 2022, to serve as the Chief Executive Officer (CEO).

Mr. Bures brings over 25 years of Canadian and US capital markets experience, with focused expertise on the precious metals, mining, and royalty sectors. He started his career at a top-tier global gold producer in Timmins, followed by ten years in sell-side research with various firms in Toronto and New York. In 2007, he transitioned as an associate portfolio manager to the buy-side working alongside a top-ranked precious metals portfolio manager. He further refined his skillset working in institutional equity sales in New York and additionally broadened his experience by covering royalty and streaming companies as an analyst at Canaccord. In 2013, Mr. Bures founded his own consulting firm which continues to operate to this day and has helped to bring a number of companies public, including Star Royalties, where he was most recently cofounder and Chief Business Development Officer. He continues to advise to the mining sector and is on several advisory boards and holds a number of directorships. Mr. Bures holds a Bachelor of Applied Science degree (geological and mineral engineering) from the University of Toronto.

The Company will be granting 100,000 stock options to Peter Bures effective July 1, 2022, with 25% vesting immediately and 25% vesting every 6 months thereafter. The stock options will be exercisable for a term of five years at an exercise price of \$0.16 per common share.

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

Not applicable.

7. OMITTED INFORMATION

Not applicable.

8. **EXECUTIVE OFFICER**

Peter Bures, CEO
Telephone: (833) 888-2862

9. **DATE OF REPORT**

July 4, 2022