

**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 6, 2022

3. NEWS RELEASE

News release dated July 4, 2022 was disseminated via the facilities of Intrade.

4. SUMMARY OF MATERIAL CHANGE

C2C Gold Corp. acquires additional mineral licenses in locations with historical gold occurrences and issues anniversary payments.

5. FULL DESCRIPTION OF MATERIAL CHANGE

C2C Gold Corp. (the “Company”) announced the share issuances on the five property option agreements recently acquired from The Rock Gold Corp., as previously disclosed. C2C has made payments in the amount of \$205,000 and issued a total of 1,550,000 common shares in the capital of the Company, to the respective joint venture partners comprised of prospectors from Canada’s Newfoundland.

In addition, the Company announces the amendment to an existing agreement, adding two new licenses in the Quin and Barrens Lake areas, adjacent to existing mineral properties held by C2C, in exchange for \$10,000 cash, reimbursement of nominal security deposit fees and the issuance of 100,000 common shares in the capital of the Company. All other terms and conditions contained in the original property purchase agreement remain in full force and effect. The Company’s acquisition of the property option agreements and corresponding payments and share issuances are subject to exchange approval.

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 6, 2022