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OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

C2C GOLD CORP.
 (“C2C Gold” or the “Company”)

January 16, 2023

1. SUMMARY OF OFFERING

What are we offering?

Securities Offered:	Up to 20,000,000 units of the Company (“Units”) to be sold to purchasers.
Description of Offered Securities:	Each Unit will be comprised of one common share in the capital of the Company (each, a “Unit Share”) and one-half of one common share purchase warrant, with each whole common share purchase warrant (a “Warrant”) entitling the holder to acquire one additional common share at a price of \$0.10 per share for a period of 24 months from the Closing Date.
Offering Price per Security:	\$0.05 per Unit.
Offering Amount:	A minimum of 10,000,000 Units and a maximum of 20,000,000 Units for minimum gross proceeds of \$500,000 and maximum gross proceeds of \$1,000,000 (the “Offering”).
Closing Date:	Closing may occur in one or more tranches, with the final tranche expected to occur on or before February 11, 2023 (the “Closing Date”) and is subject to receipts of all necessary regulatory approvals.

Finder's Fees:	Up to 7% cash and 7% broker warrants (" Broker Warrants "). Each Broker Warrant shall entitle the holder to acquire one additional common share at a price of \$0.07 per share for a period of 12 months from the Closing Date.
Resale Restrictions:	The Unit Shares and Warrants are expected to be immediately freely tradeable under applicable Canadian securities legislation if sold to purchasers resident in Canada.
The exchange and quotation system, if any, on which the securities are listed, traded or quoted:	The common shares are listed on the Canadian Securities Exchange (the " CSE ") under the trading symbol "CTOC" and the OTCQB marketplace in the U.S. (the " OTCQB ") under the symbol "CTCGF".
The closing price of the issuer's securities on the most recent trading day before the date hereof:	On January 13, 2023, the closing price of the Company's common shares on the CSE and the OTCQB was \$0.055 and US\$0.04945, respectively.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

All references in this offering document to "dollars" or "\$" are to Canadian dollars, unless otherwise stated.

C2C Gold is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 Prospectus Exemptions. In connection with this Offering, the Company represents the following is true:

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$5,000,000.**
- **The Company will not close this Offering unless the Company reasonably believes that it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.**

Cautionary Statement Regarding Forward-Looking Information

This offering document contains "forward-looking information" within the meaning of applicable Canadian and United States securities laws, which is based upon the Company's current internal

expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document are made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning future exploration and development plans at the Company's mineral properties, including development timelines and anticipated costs; the Company's expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; and completion of the Offering and the date of such completion. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as "plans", "expects", "potential", "is expected", "anticipated", "is targeted", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to: general business and economic conditions; regulatory approval for the Offering; completion of the Offering; changes in commodity prices; the supply and demand for, deliveries of, and the level and volatility of the price of gold and other metals; changes in project parameters as exploration plans continue to be refined; costs of exploration and development, including labour and equipment costs; risks and uncertainties related to the ability to obtain or maintain necessary licenses, permits or surface rights; changes in credit market conditions and conditions in financial markets generally; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the availability of qualified employees and contractors; the impact of value of the Canadian dollar and U.S. dollar, foreign exchange rates on costs and financial results; market competition; changes in taxation rates or policies; technical difficulties in connection with mining activities; changes in environmental regulation; environmental compliance issues; other risks of the mining industry; and risks related to the effects of COVID-19. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's annual filings that are available at www.sedar.com. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

2. SUMMARY DESCRIPTION OF BUSINESS

What is our business?

C2C Gold is a mineral exploration company focused on advancing gold projects in Canada's Newfoundland and Labrador. The Company holds one of the largest land positions on the Central Newfoundland Gold Belt and through the acquisition of The Rock Gold Corp. ("**The Rock Gold**"), now includes numerous projects lying along the major gold bearing crustal scale structural zones. The Company's portfolio covers a pipeline of projects from early exploration stage through drill-ready with known gold occurrences. C2C Gold also holds a portfolio of projects within the White Gold and Klondike districts in Canada's Yukon.

The Company enhances the value of its properties by implementing early-stage exploration, evaluation, and project and royalty origination, and is primarily focused on the Company's Millertown, Barrens Lake and Badger projects, its joint venture projects with Buchans Minerals Corporation at Lake Douglas and South Tally as well as Black Raven, Mega Vein and other Newfoundland properties from the recent acquisition of The Rock Gold.

Recent Developments

The following is a brief summary of key recent developments involving or affecting the Company:

In September 2022, the Company appointed Doris Tam as Chief Financial Officer.

In September 2022, the Company announced final results from the assay results of rock samples collected on northern Newfoundland properties acquired with the acquisition of The Rock Gold Corp. Initial field reconnaissance and rock chip sampling from the Dunnage and Mega Vein properties located in Canada's Newfoundland are highlighted by an outcrop sample from the Dunnage property containing visible gold yielding 120 g/t.

In July 2022, the Company appointed Peter Bures as the Chief Executive Officer.

In July 2022, the Company announced the share issuances on the five property option agreements acquired from The Rock Gold Corp., as previously disclosed. C2C Gold 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 announced 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 Gold, 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 remained in full force and effect.

In June 2022, the Company completed the acquisition of The Rock Gold by acquiring all of its issued and outstanding common shares in consideration of 12,250,000 shares of the Company. The Rock Gold is a Newfoundland-based gold exploration company that holds rights to over 40 mineral claims with projects lying along most of the major gold bearing trends. The property package also includes 5 properties, 2 of which are drill ready, under option from Newfoundland & Labrador based prospectors. In connection with the acquisition, William M. Sheriff was appointed as a director and Executive Chair of the Company. The

Company granted 200,000 stock options to Mr. Sheriff at an exercise price of \$0.25 per common share for a period of five years.

In June 2022, the Company announced the commencement of the 2022 exploration season with the initial work being conducted on the Company's South Tally project in the Central Newfoundland Gold Belt through an airborne drone geophysical survey.

In April 2022, Janet Sheriff was appointed as the interim Chief Executive Officer of the Company, following the resignation of Lori Walton from the Chief Executive Officer position. Ms. Sheriff was also the Executive Chair of the Company at the time. At the time of closing of The Rock acquisition, Janet Sheriff resigned from her role as CEO, having appointed Peter Bures as her replacement.

In April 2022, the Company granted an aggregate of 1,830,000 stock options to certain directors, officers and consultants at an exercise price of \$0.23 per common share for a period of three years.

In April 2022, the Company announced the identification of several major gold-in-soil anomalies at its Badger property in the Central Newfoundland Gold Belt. All 2021 soil sample results from the central Newfoundland projects were confirmed received and evaluated. A large number of targets were generated that require additional exploration with infill soil samples and reverse circulation (RC) drilling. An RC drill rig was secured and mobilized by the Company for the upcoming exploration season. In addition to the announced results from the Badger project, the Company identified new quartz vein occurrences similar to the visible gold discovery at the Millertown project's Atlas Zone (see news release January 13, 2022) and several targets on the Barrens Lake project.

In March 2022, the Company completed a private placement and issued 8,360,888 units (the "**March Units**") at a price of \$0.18 per Unit and 915,000 flow-through units (the "**FT Units**") at a price of \$0.22 per FT Unit, for total gross proceeds of \$1,706,260, which funds were allocated to fund exploration expenditures on the Company's Newfoundland properties and for general working capital. Each March Unit was comprised of one common share of the Company (a "**Share**") and one-half of one common share purchase warrant. Each Warrant entitled the holder to purchase one Share at an exercise price of \$0.25 per Share for a period of two years from the closing of the private placement. Each FT Unit was comprised of one Share issued on a flow-through basis pursuant to the *Income Tax Act* (Canada), and one-half of a warrant. In connection with the private placement, the Company paid finders' fees of \$116,064 and issued 560,972 finders' warrants. Two directors of the Company participated in the private placement for 112,000 March Units for proceeds of \$20,160.

In January 2022, the Company announced the discovery of visible gold in quartz vein float at its Millertown property in the Central Newfoundland Gold Belt. Visible gold was noted in quartz vein float samples that returned up to 5.37 g/t gold.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

Business Objectives and Milestones

What are the business objectives that we expect to accomplish using the available funds?

Our business objectives using the expected proceeds from this Offering and \$158,127 cash on hand are as follows:

1. Conduct reverse circulation drilling on previously identified targets on the Company's Millertown (Atlas), and Badger projects;
2. Conduct surface exploration, target identification, and reverse circulation drilling on the Company's Dunnage, New World Island, and Black Raven projects;
3. Conduct a trenching program and drill target identification on the Company's South Tally and Lake Douglas projects; and
4. General and administrative purposes.

3. USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

The net proceeds of the Offering and the funds which will be available to the Company after the Offering are as follows:

		Minimum Offering	Maximum Offering
A	Amount to be raised by this Offering	\$500,000	\$1,000,000
B	Selling commissions and fees	\$15,000	\$50,000
C	Estimated Offering costs (e.g. legal, accounting, audit)	\$20,000	\$20,000
D	Net proceeds of Offering: $D = A - (B + C)$	\$465,000	\$930,000
E	Working capital as at most recent month end	\$1,738	\$1,738
F	Additional sources of funding	\$0	\$0
G	Total available funds: $G = D + E + F$	\$466,738	\$931,738

How will we use the available funds and when?

Description of intended use of available funds, listed in order of priority	Minimum Offering	Maximum Offering	Expected Timing for Expenditure
Conduct reverse circulation drilling on previously identified targets on the Company's Millertown (Atlas), and Badger projects	\$158,369	\$598,369	2023
Conduct surface exploration, target identification, and reverse circulation drilling on the Company's Dunnage, New World Island, and Black Raven projects	\$50,000	\$75,000	2023

Description of intended use of available funds, listed in order of priority	Minimum Offering	Maximum Offering	Expected Timing for Expenditure
Conduct a trenching program and drill target identification on the Company's South Tally and Lake Douglas projects	\$158,369	\$158,369	2023
General and Administrative	\$100,000	\$100,000	2023
Total: Equal to "G" Total Available Funds in Chart Above	\$466,738	\$931,738	

Although the Company intends to expend the proceeds from this Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan and financing objectives. The Company has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow until profitable commercial production at one or more of its properties is achieved. As a result, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods.

The most recent interim financial report of the Company included a going-concern note. The Company is still in the development stage and the Company has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

How have we used the other funds we have raised in the past 12 months?

In March 2022, the Company raised total gross proceeds of \$1,706,260. These proceeds were used as follows:

Description	Amount	Variances to what was previously disclosed as use of proceeds, if any, and why
Share issue costs	\$125,303	N/A
Exploration and evaluation	\$1,275,298	N/A
General and administrative and other	\$443,950	N/A

4. FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?

a) *the name of the dealer, finder, or other person;*

The Company may pay finder's fees to investment dealers and eligible finders (each, a "Finder") in respect of subscribers introduced by the Finder. Further information will be provided in subsequent news releases, once available.

b) *a description of each type of compensation and the estimated amount to be paid for each type;*

The Company will pay to each Finder, on the Closing Date, a cash commission of up to 7.0% of the gross proceeds raised in respect of the Offering from subscribers introduced by the Finder. In addition, at the Closing Date, the Company shall issue to each Broker Warrants of the Company, exercisable for a period of 12 months following the Closing Date, to acquire in aggregate that number of common shares of the Company which is equal to up to 7.0% of the number of Units sold under the Offering to subscribers introduced by the Finder at an exercise price equal to \$0.07 per share.

c) *If a commission is being paid, the percentage that the commission will represent of the gross proceeds of the Offering (assuming both the minimum and maximum offering);*

7.0%

d) *Details of any broker's warrants or agent's options (including number of securities under the warrants or option, exercise price and expiry date); and*

See above.

e) *If any portion of the compensation will be paid in securities, details of the securities (including number, type and, if options or warrants, the exercise price and expiry date).*

See above.

5. PURCHASER'S RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right:

- (a) **to rescind your purchase of these securities with the Company; or**
- (b) **to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal advisor.

6. ADDITIONAL INFORMATION

Where can you find more information about us?

A security holder can access the Company's continuous disclosure record at www.sedar.com or the Company's website at www.c2cgold.com.

7. DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after January 16, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated January 16, 2023.

signed "Peter Bures"

Peter Bures
Chief Executive Officer

signed "Doris Tam"

Doris Tam
Chief Financial Officer