



NEWS RELEASE
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www.c2cgold.com

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C2C GOLD ANNOUNCES NON-BROKERED PRIVATE PLACEMENT

Vancouver, British Columbia – February 24, 2023 – C2C Gold Corp. (CSE: CTOC, OTCQB: CTCGF) (“**C2C Gold**” or the “**Company**”) announces a non-brokered private placement of 10,000,000 units (the “**Units**”) at a price of C\$0.05 per Unit for aggregate gross proceeds of C\$500,000 (the “**Offering**”).

Each Unit will consist of one common share in the capital of the Company and one-half of one common share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant shall entitle the holder to acquire an additional common share at a price of \$0.10 for a period of 24 months following the closing of the Offering.

The Units will be offered by way of the “listed issuer” exemption under National Instrument 45-106 – Prospectus Exemptions in all the provinces of Canada with the exception of Quebec. A potential investor resident in Canada (except Quebec) is not required to be an “accredited investor” under applicable Canadian securities laws to participate in the Offering. The securities forming part of the Units are expected to be immediately freely tradeable under applicable Canadian securities legislation if sold to purchasers resident in Canada.

The proceeds from the sale of the Units will be used for advancing exploration at the Company’s Newfoundland projects and general working capital purposes.

The closing of the Offering may occur in one or more tranches with the final tranche expected to occur on or before April 10, 2023 and is subject to receipt of all necessary regulatory approvals.

An offering document related to the Offering will be filed and accessible under the Company’s profile at www.sedar.com and at the Company’s website at www.c2cgold.com. Prospective investors should read this offering document before making an investment decision.

The securities issued pursuant to the Offering have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

The Company will not be proceeding with the offering announced on January 12, 2023.

About C2C Gold Corp.

C2C Gold Corp. is a mineral exploration company focused on advancing gold projects in Canada's Newfoundland. C2C Gold holds one of the largest land positions on the Central Newfoundland Gold Belt and through the acquisition of The Rock Gold Corp., now includes numerous projects lying along the major gold bearing crustal scale structural zones. C2C Gold'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 prolific White Gold and Klondike districts in Canada's Yukon.

For additional information:

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Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward Looking Statements

This news release may include forward-looking statements that are subject to risks and uncertainties and can be identified by the use of forward-looking terminology such as "expected", "will be", "anticipated", "may", "are subject to" or variations of such words and phrases or statements that certain actions, events or results "will" occur. All statements within, other than statements of historical fact, are to be considered forward looking. Forward looking statements in this news release include, but are not limited to, the closing of the Offering and the proposed use of funds. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing, and general economic, market or business conditions. There can be no assurances that such statements will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. We do not assume any obligation to update any forward-looking statements except as required under the applicable laws.