

**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

April 10, 2023

3. NEWS RELEASE

News release dated April 10, 2023 was disseminated via the facilities of Stockwatch and Baystreet.

4. SUMMARY OF MATERIAL CHANGE

C2C Gold Corp. announces closing of private placement.

5. FULL DESCRIPTION OF MATERIAL CHANGE

C2C Gold Corp. (the “**Company**”) is pleased to announce that it has closed a private placement of 8,600,000 units (the “**Units**”) at a price of C\$0.05 per Unit for aggregate gross proceeds of C\$430,000 (the “**Offering**”).

Each Unit consists 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 entitles 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 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 securities were offered by way of the listed issuer exemption under Part 5A of Canadian National Instrument 45-106 – Prospectus Exemptions and are not subject to a hold period pursuant to applicable Canadian securities laws, except for securities issued to directors, officers and certain other prescribed persons under stock exchange rules.

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

April 12, 2023