

**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

December 20, 2023

3. NEWS RELEASE

News release dated December 21, 2023 was disseminated through the facilities of TheNewswire.

4. SUMMARY OF MATERIAL CHANGE

C2C Gold Corp. (the “Company”) completed a \$950,000 private placement.

5. FULL DESCRIPTION OF MATERIAL CHANGE

C2C Gold Corp. (CSE: CTOC) completed an over-subscribed private placement of 23,750,000 units (“Units”) at a price of \$0.04 per Unit for gross proceeds of \$950,000 (the “Offering”). Each Unit consists of one common share and ½ warrant at exercise price of \$0.06 per share with an expiry date of 24 months from the closing date.

The proceeds of the private placement will be used to fund exploration expenditures on the Company’s mineral exploration projects, potential future property acquisitions and general and administrative expenses.

In connection with the Offering, the Company paid finder’s fees of \$50,400 in cash and 1,225,000 broker warrants. Each broker’s warrant is exercisable into one Common Share at a price of \$0.06 per share for a period of two years from the closing date. PowerOne Capital Markets Limited acted as a finder in connection with a portion of the Offering.

The securities are subject to a four month hold period under Canadian securities laws. The securities offered 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.

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

Not applicable.

7. **OMITTED INFORMATION**

Not applicable.

8. **EXECUTIVE OFFICER**

Chris Huggins, Chief Executive Officer
Telephone: 604-968-4844
Email: chuggins@c2cgold.com

9. **DATE OF REPORT**

December 29, 2023