

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. NAME AND ADDRESS OF COMPANY

C2C Metals Corp.
Suite 1221 – 1771 Robson Street
Vancouver, BC V6G 1C9

2. DATE OF MATERIAL CHANGE

April 19, 2024

3. NEWS RELEASE

News release dated April 19, 2024 was disseminated through the facilities of Canada NewsWire.

4. SUMMARY OF MATERIAL CHANGE

C2C Metals Corp. announces completion of private placement.

5. FULL DESCRIPTION OF MATERIAL CHANGE

C2C Metals Corp. (CSE: CTOC) (the "Company" or "C2C") is pleased to announce that it has completed a non-brokered private placement (the "Offering") for gross proceeds of C\$1,768,476 from the sale of 10,402,800 units of the Company (each, a "Unit") at a price of C\$0.17 per Unit.

Each Unit consists of one common share of the Company (each, a "Common Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each whole Warrant will entitle the holder thereof to purchase one Common Share at a price of C\$0.25 for a period of 24 months following the issue date of the Unit.

The proceeds of the Offering will be used to fund exploration on the Company's uranium projects in Utah as well as for general working capital purposes. Finder's fees will be payable in accordance with the policies of the CSE. The securities issued under the Offering will be subject to a hold period ending on August 20, 2024. Red Cloud Securities Inc. acted as a non-exclusive finder in connection with the Offering.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

One director of the Company participated in the Offering, which constitutes a "related party transaction" under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company relied on the exemptions from the formal valuation and minority shareholder approval requirements under section 5.5(a) and section 5.7(1)(a) of MI 61-101, as the fair market value of the securities issued to the related party did not exceed 25% of the Company's market capitalization. The Company did not file a material change report 21 days prior to the closing of the Offering because the details of participation had not been confirmed at that time.

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@c2cmetals.com

9. **DATE OF REPORT**

April 19, 2024