

**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 23, 2024

3. NEWS RELEASE

News release dated April 25, 2024 was disseminated through the facilities of Canada NewsWire.

4. SUMMARY OF MATERIAL CHANGE

C2C Metals Corp. announces change of Chief Executive Officer.

5. FULL DESCRIPTION OF MATERIAL CHANGE

C2C Metals Corp. (CSE: CTOC) (the “Company” or “C2C”) is pleased to announce the appointment of Mr. Jason Bagg as Chief Executive Officer of the Company. Mr. Bagg brings over 20 years of financial and uranium sector experience, including his position as President and Chief Executive Officer of Puranium Energy Ltd.

William M. Sheriff, Chairman of C2C Metals, stated: "On behalf of the Board of Directors it is my pleasure to welcome Jason to the C2C team. His background in the financial markets and the uranium sector comes at an important time given C2C's increasing focus on conventional uranium assets within the United States."

Mr. Chris Huggins has stepped down as a Director and the Chief Executive Officer of the Company. We thank him for his contributions and wish him the best in his future endeavors.

Mr. Jason Bagg brings over 25 years of financial industry experience in the technology, real estate and mining sectors to the C2C Metals Team. He started his career with large firms in the capital markets space as an advisor at RBC and an options trader at Scotia Capital working with retail and institutional investors. In 2005, he focused on the mining industry working with several publicly listed junior mining companies on the TSX Venture Exchange in an Investor Relations role. He was responsible for increasing investor awareness and shareholder value through direct meetings with analysts, fund managers and high-net-worth investors. Later in 2015, he consulted several real estate focused corporations on structuring investment vehicles specifically, limited partnerships and real estate investment trusts, in accordance with OSC regulations and how to bring them to market. For the past three years, Mr. Bagg has been working with several private junior mining companies in the areas public relations and corporate finance. It is expected that Mr. Bagg will devote approximately 75% of his time to his role with the Company.

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

Not applicable.

7. **OMITTED INFORMATION**

Not applicable.

8. **EXECUTIVE OFFICER**

Jason Bagg, Chief Executive Officer
Telephone: 833-888-2862
Email: jbagg@c2cmetals.com

9. **DATE OF REPORT**

April 30, 2024