

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

Item 1. Name and Address of Company

Tisdale Clean Energy Corp. (“**Tisdale**” or the “**Company**”)
2200-885 W Georgia Street
Vancouver, British Columbia
Canada V6C 3E8

Item 2. Dates of Material Change

May 30, 2023 and June 2, 2023

Item 3. News Release

The Company issued a news release on May 30, 2023 announcing the material change described herein, which was disseminated through the facilities of Stockwatch on May 30, 2023, and was subsequently filed on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com.

Item 4. Summary of the Material Change

On May 30, 2023, Tisdale announced receipt of conditional approval for the voluntary delisting of the Company’s common shares (the “**Common Shares**”) from the TSX Venture Exchange (the “**TSX-V**”) in connection with the Company’s receipt of approval to list the Common Shares on the Canadian Securities Exchange (the “**CSE**”).

The Common Shares were delisted from the TSX-V after the closing of trading on June 1, 2023 and, effective as at the open of markets on June 2, 2023, the Common Shares were listed and posted for trading on the CSE, under the existing symbol “TCEC”.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

On May 30, 2023, Tisdale announced that it has received conditional approval for the voluntary delisting of the Common Shares from the TSX-V in connection with the Company’s receipt of approval to list the Common Shares on the CSE.

Tisdale received conditional approval to list the Common Shares on the CSE on May 15, 2023. Following receipt of final approval from each of the CSE and TSX-V, the Common Shares were delisted from the TSX-V after the closing of trading on June 1, 2023, and, effective as at the open of markets on June 2, 2023, the Common Shares were listed and posted for trading on the CSE, under the existing symbol “TCEC”.

No change has occurred to the quotation and trading of the Common Shares under its existing symbol “TCEFF” on the OTCQB Markets, and under its existing code “T1KC” on the Frankfurt Stock Exchange.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on Section 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

Alex Klenman
Chief Executive Officer
604-970-4330

Item 9. Date of Report

June 7, 2023