

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

1. NAME AND ADDRESS OF COMPANY

Tisdale Clean Energy Corp.
Suite 2200, 885 West Georgia Street
Vancouver, BC
V6C 3E8

2. DATE OF MATERIAL CHANGE

November 29, 2023

3. PRESS RELEASE

The press release was issued on November 29, 2023 and was disseminated through the facilities of a recognized newswire services. A copy of the press release was filed on SEDAR.

4. SUMMARY OF MATERIAL CHANGE

Tisdale Clean Energy announces private placement.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, November 29, 2023 – TISDALE CLEAN ENERGY CORP. (the “Company” or “Tisdale”) (CSE: TCEC, OTCQB: TCEFF, FSE: T1KC), is pleased to announce that it will offer, by way of non-brokered private placement (the “Offering”), up to 6,666,667 units (each, a “Unit”) at a price of \$0.18 per Unit for gross proceeds of up to \$1,200,000. Each “Unit” will consist of one common share of the Company and one share purchase warrant exercisable at a price of \$0.30 for a period of twenty-four months. The proceeds from the Offering will be used for general working capital purposes.

In connection with completion of the Offering, the Company may pay finders’ fees to eligible third-parties who have assisted in introducing subscribers to the Offering. All securities issued in connection with the Offering will be subject to restrictions on resale for a period of four-months-and-one-day in accordance with applicable securities laws. Completion of the Offering remains subject to any required regulatory approvals.

For further information, contact Alex Klenman at info@tisdalecleanenergy.com or 604.970.4330.

ON BEHALF OF THE BOARD OF TISDALE CLEAN ENERGY CORP.

“Alex Klenman”
Alex Klenman, Chief Executive Officer

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

Not applicable.

7. OMITTED INFORMATION

No information has been intentionally omitted from this form.

8. EXECUTIVE OFFICER

The name and business number of an officer of the Company through whom an executive officer who is knowledgeable about the material change and this report may be contacted is:

Alex Klenman
Chief Executive Officer
Tel: 604-970-4330

9. DATE OF REPORT

DATED this 29th day of November, 2023