

**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

December 22, 2023

3. PRESS RELEASE

The press release was issued on December 22, 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 Closes First Tranche of Private Placement.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, December 22, 2023 – TISDALE CLEAN ENERGY CORP. (the “**Company**” or “**Tisdale**”) (CSE: TCEC, OTCQB: TCEFF, FSE: T1KC), is pleased to announce that it has closed the first tranche of its non-brokered private placement (the “**Offering**”) and has issued 4,305,556 units (each, a “**Unit**”) at a price of \$0.18 per Unit for gross proceeds of \$775,000. Each “**Unit**” consists of one common share of the Company and one share purchase warrant exercisable at a price of \$0.30 until December 22, 2025. The proceeds from the Offering will be used for general working capital purposes.

In connection with completion of the first tranche of the Offering, the Company paid \$6,300 and issued 35,000 share purchase warrants (each, a “**Brokers Warrant**”) to an arms-length brokerage firm who assisted in introducing subscribers to the Offering. Each Brokers Warrant is exercisable at a price of \$0.30 until December 22, 2025. All securities issued in connection with the first tranche of the Offering are subject to restrictions on resale until April 23, 2024 in accordance with applicable securities laws.

The Company intends to complete a further tranche of the Offering and will provide additional details as soon as they become available. Completion of a further tranche of the Offering remains subject to any required regulatory approvals.

Appointment of Chief Financial Officer

The Company also announces that Brian Shin has been appointed as Chief Financial Officer of the Company, effectively immediately, replacing Richard Ko. The board of directors of the Company thanks Mr. Ko for his service to the Company.

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 22nd day of December, 2023