

**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

February 1, 2024

3. PRESS RELEASE

The press release was issued on February 1, 2024 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 Upsizes Private Placement and Closes \$1.145M Second Tranche.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, February 1, 2024 – TISDALE CLEAN ENERGY CORP. (the “**Company**” or “**Tisdale**”) (CSE: TCEC, OTCQB: TCEFF, FSE: T1KC), is pleased to announce that it has closed a second tranche of its non-brokered private placement (the “**Offering**”) and has issued a further 6,362,216 units (each, a “**Unit**”) at a price of \$0.18 per Unit for gross proceeds of \$1,145,199. Each “**Unit**” issued in the second tranche of the Offering consists of one common share of the Company and one share purchase warrant exercisable at a price of \$0.30 until February 1, 2026.

In connection with completion of the second tranche of the Offering, the Company paid \$17,500 and issued 97,222 share purchase warrants (each, a “**Brokers Warrant**”) to certain arms-length brokerage firms who assisted in introducing subscribers to the Offering. Each Brokers Warrant is exercisable at a price of \$0.30 until February 1, 2026. All securities issued in connection with the second tranche of the Offering are subject to restrictions on resale until June 2, 2024, in accordance with applicable securities laws.

When combined with the first tranche of the Offering, the Company has raised gross proceeds of \$1,920,199 through the issuance of 10,667,772 Units. Due to strong market interest, the Company has elected to increase the size of the Offering by 5,405,405 Units for a total of 16,666,667 Units, which if fully subscribed would increase total gross proceeds to \$3,000,000. The Company anticipates completing the final tranche of the Offering in the next two weeks.

Completion of a final tranche of the Offering remains subject to any required regulatory approvals. The proceeds from the Offering will be used for general working capital purposes and for carrying out exploration programs at the South Falcon East uranium project.

About Tisdale Clean Energy Corp.

Tisdale Clean Energy is a Canadian-based uranium exploration and development company. The Company is currently developing the South Falcon East uranium project, a 12,770-hectare project located in the Athabasca Basin region, Saskatchewan, Canada, which contains the Fraser Lakes B uranium/thorium deposit.

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 1st day of February, 2024.