

**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 20, 2024

3. PRESS RELEASE

The press release was issued on February 20, 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 Mobilizes Crew and Equipment for Phase One Drill Program at South Falcon East Uranium Project, Athabasca Basin, Saskatchewan.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, February 20, 2024 – TISDALE CLEAN ENERGY CORP. (the “Company” or “Tisdale”) (CSE: TCEC, OTCQB: TCEFF, FSE: T1KC), is pleased to confirm that crew and equipment has begun mobilization for its upcoming work program at the South Falcon East Uranium Project which hosts the Fraser Lakes B uranium deposit. The south Falcon East Project lies 18 km outside the edge of the Athabasca Basin, approximately 50 km east of the Key Lake uranium mill and former mine.

Tisdale Clean Energy Corp entered into an option agreement with SkyHarbour Resources Ltd in October of 2022 whereby the company can earn up to a 75% interest in the South Falcon East property.

The initial phase one program will consist of up to approximately 1,500 meters of drilling. The priority will be to confirm and expand the existing mineralization associated with the Fraser Lakes B Uranium Deposit (Figure 2). Infill drilling will confirm the presence and continuity of existing mineralization in preparation for a current updated resource estimate and 3D model in the future. Step out drilling will endeavor to expand the footprint of the deposit, as the current mineralization is open in all directions. Initial focus will be in extending mineralization along strike and down dip into the basement.

A secondary priority will be to begin regional exploration by following up promising anomalies located in the T-Bone Lake area (Figure 2). Regional drilling will focus on the effort to add

additional mineralized zones and deposits along the folded structural package that hosts the Fraser Lakes B Deposit.

“We are happy to finally be getting on the ground at South Falcon East,” commented Trevor Perkins, Consulting Geologist for Tisdale. “This program will be the first step to confirming and expanding the Fraser Lakes B Uranium Deposit. We believe that the size and grade of the existing deposit can be increased and are confident we can discover new deposits in the vicinity. We anticipate several exciting years ahead as we advance the South Falcon East Project,” continued Mr. Perkins.

The field program is anticipated to commence within days and will be executed by Terralogic Exploration Inc. under the supervision of Laura Tennent, Project Manager with TerraLogic Exploration, and C. Trevor Perkins, consulting geologist for Tisdale. The drill program will be operating out of Skyharbour’s McGowan Lake Camp with helicopter support for the daily drilling operations. The expected budget for the initial phase one program is anticipated to be \$1.25 million.

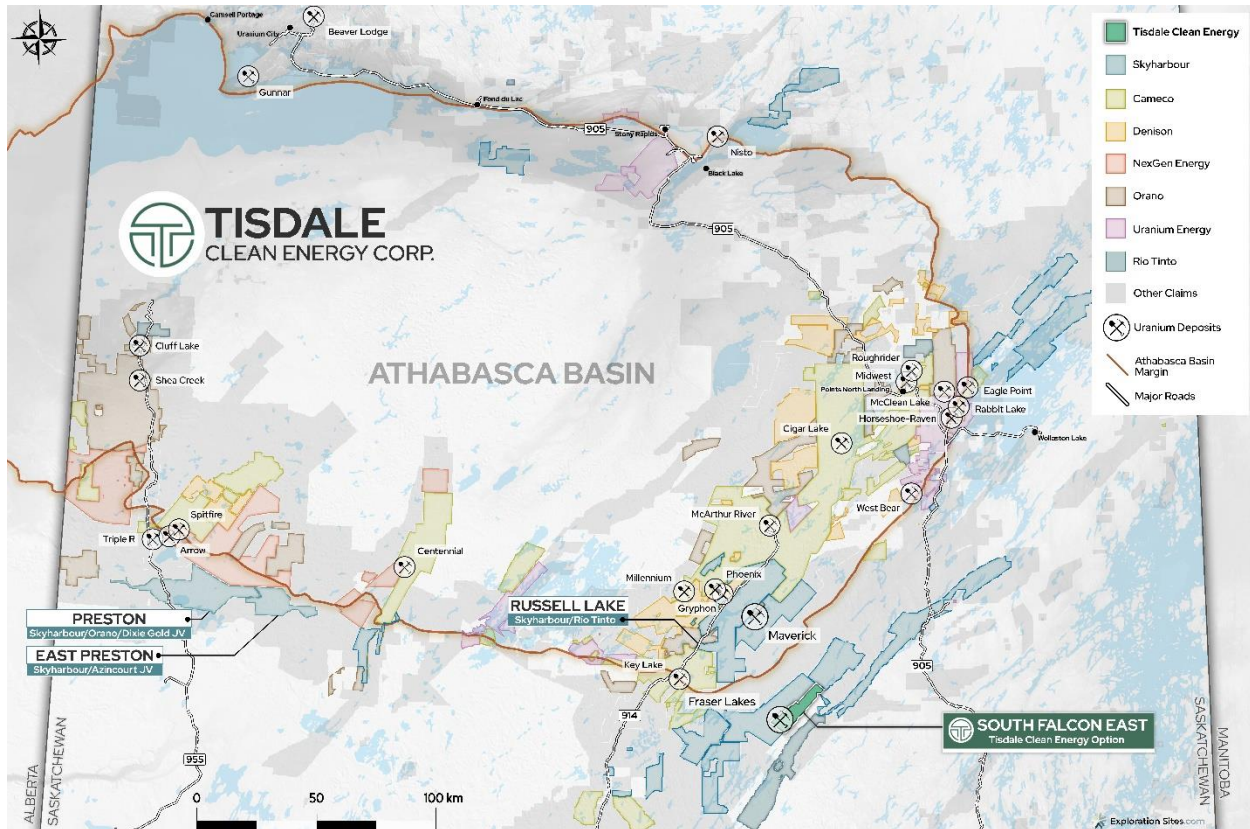


Figure 1: South Falcon East Project Location – Eastern Athabasca Basin, Saskatchewan, Canada

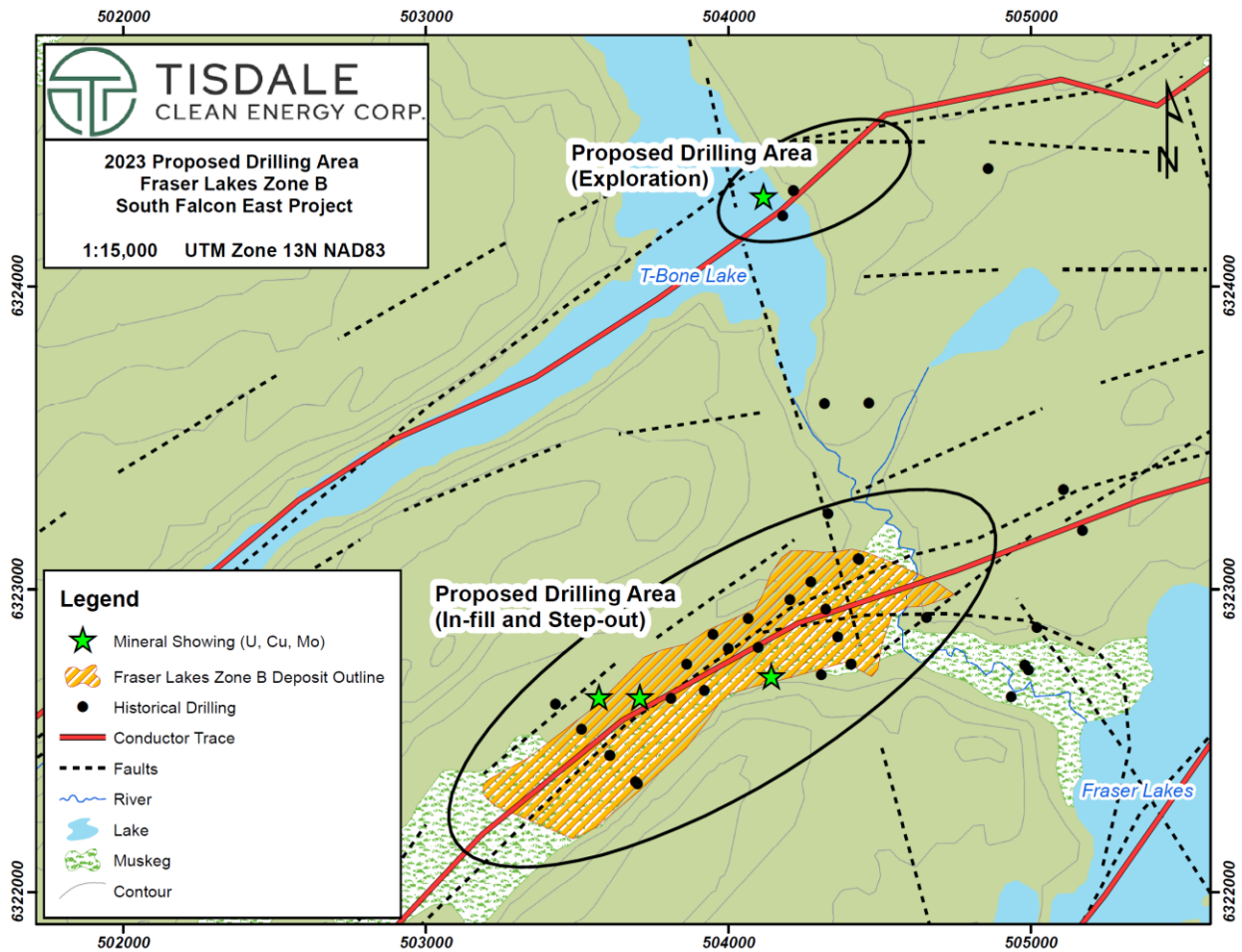


Figure 2: 2024 Drill Target areas at the south Falcon East Uranium Project

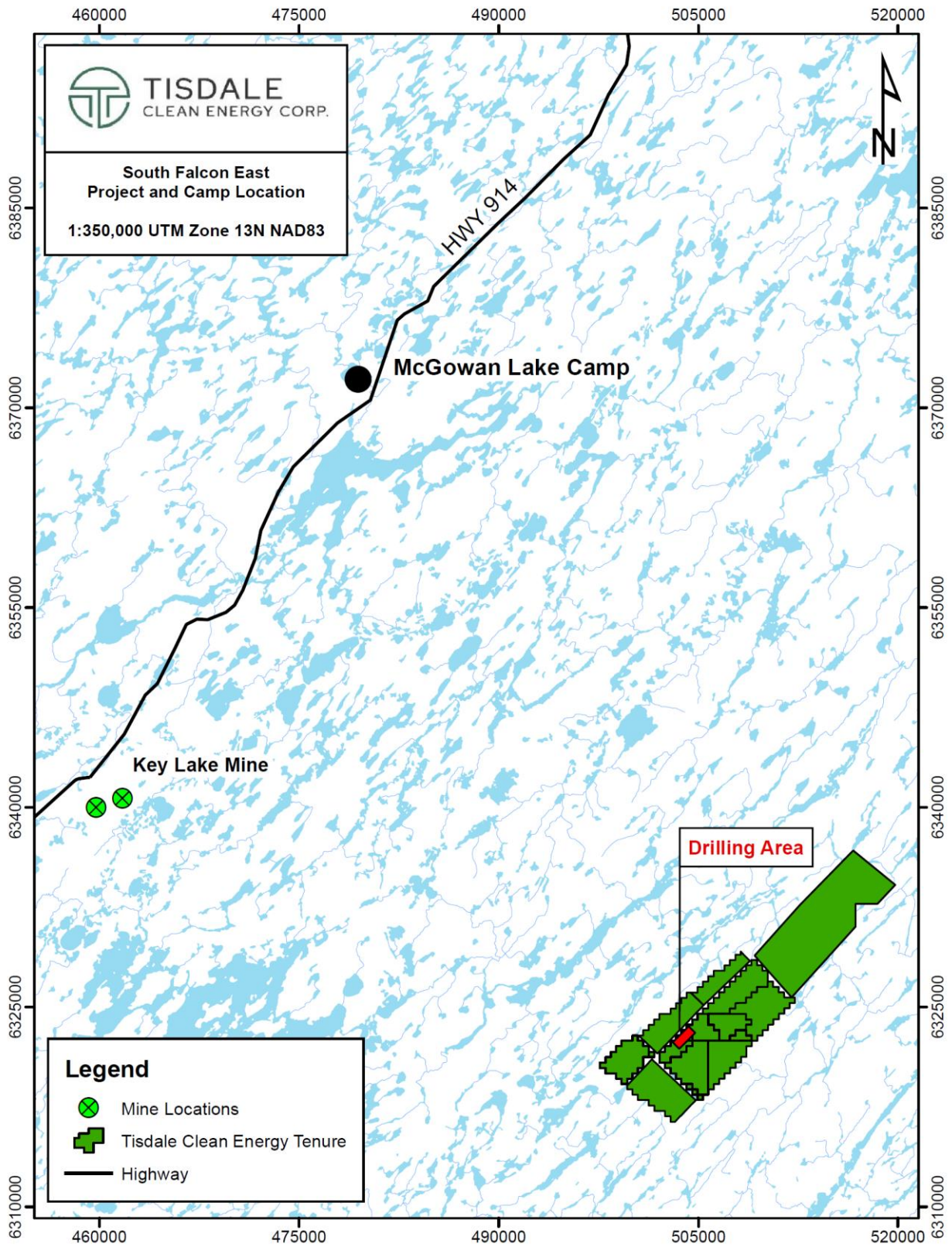


Figure 3: South Falcon East Project – Camp and drilling location Map

About the South Falcon East Project

The South Falcon East Project is a uranium exploration project in the southeast Athabasca Basin and represents a portion of Skyharbour Resources Ltd.'s existing South Falcon Project. The project covers approximately 12,464 hectares and lies 18 kilometers outside the Athabasca Basin, approximately 50 kilometers east of the Key Lake Mine.

The South Falcon East Project contains the Fraser Lakes B Uranium/Thorium Deposit with a historic mineral resource* of 6.9 Mlbs U₃O₈ inferred at a grade of 0.03% U₃O₈ and 5.3 Mlbs ThO₂ inferred at a grade of 0.023 % ThO₂. Uranium and thorium mineralization discovered to date is shallow classic Athabasca-style basement mineralization associated with well-developed EM conductors.

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, which holds a 6.96M pound inferred uranium resource within the Fraser Lakes B uranium/thorium deposit, located in the Athabasca Basin region, Saskatchewan, Canada.

Qualified Person

The technical information in this news release has been prepared in accordance with the Canadian regulatory requirements set out in National Instrument 43-101 and reviewed on behalf of the company by C. Trevor Perkins, P.Geo., a Consulting Geologist for the Company, and a Qualified Person as defined by National Instrument 43-101.

**The historical resource is described in the Technical Report on the South Falcon East Property, filed on [sedar.com](https://www.sedar.com) on February 9, 2023. The Company is not treating the resource as current and has not completed sufficient work to classify the resource as a current mineral resource. While the Company is not treating the historical resource as current, it does believe the work conducted is reliable and the information may be of assistance to readers.*

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 20th day of February, 2024.